

05-05-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

5-1-03 REC T



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

102438081

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Troika Networks, Inc.

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other California Corporation

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Windward Ventures, L.P.

Internal Address:

Address:

Street Address: 12680 High Bluff Drive, #200

City: San Diego State: CA Zip: 92130

- Individual(s) citizenship
Association
General Partnership
Limited Partnership California Limited Partnership
Corporation-State
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: 03/04/2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/445,534

B. Trademark Registration No.(s) 2,659,994

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ben Chung, Esq.

Internal Address: Squire, Sanders & Dempsey LLP

Street Address: 801 South Figueroa Street, 14th Floor

City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Ben Chung

Name of Person Signing

Signature

April 24, 2003

Date

05/02/2003 DBYRNE 00000163 76445534

Total number of pages including cover sheet, attachments, and document: 3

01 FC:8521
02 FC:8522

40.00 OP
25.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
2003 MAY -1 PM 2:15

TRADEMARK
REEL: 002724 FRAME: 0042

SHORT-FORM ASSIGNMENT OF TRADEMARKS

This Short-Form Assignment of Trademarks is made as of March 4, 2003, by and between TROIKA NETWORKS, INC., a California corporation, and WINDWARD VENTURES, L.P., a California limited partnership, individually and in its capacity as collateral agent ("Assignee"), with reference to the following facts:

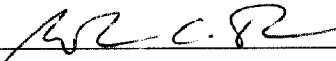
A. Assignor has agreed to assign all of its right, title and interest in and to the trademarks described in Exhibit A attached hereto (the "Marks") pursuant to that Security Agreement, dated as of March 4, 2003, among Troika Networks, Inc., in favor of Windward Ventures, L.P., individually and in its capacity as collateral agent (the "Security Agreement").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

Assignment. Pursuant to the terms and conditions of the Security Agreement, Assignor assigns to Assignee, all of Assignor's right, title and interest in and to the Marks.

IN WITNESS WHEREOF, the parties hereto have caused this Short-Form Assignment of Trademarks to be executed as of the date first written above.

TROIKA NETWORKS, INC., a California corporation

By: 
Name: William C. Terrell
Title: CEO

WINDWARD VENTURES, L.P., a California limited partnership, individually and in its capacity as collateral agent

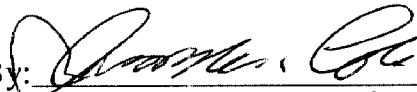
By: 
Name: James A. Cole
Title: General Partner

Exhibit A to Short-Form Assignment of Trademarks

COUNTRY	MARK	REGISTRATION/SERIAL NUMBER
United States	SANCOMMAND	Reg. No. 2,659,994
United States	KAHUNA	Serial No. 76/445,534