FORM PTO-1594 (Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents a... l original documents or copy thereof.

1. Name of conveying party(ies):
THERMA-WAVE, INC.
1250 Reliance Way
Fremont, CA 94539

7-30-03

☐ Individuals(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
■ Corporation-State Delaware
☐ Other

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

2. Name and address of receiving party(ies)
Name: **SILICON VALLEY BANK**
Internal Address:
Street Address: **3003 Tasman Dr.**
City: **Santa Clara** State: **CA** ZIP: **95054**

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
■ Other **a California banking corporation**

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

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US PATENT & TRADEMARK OFFICE
TRADEMARK FEE PROCESS

3. Nature of conveyance:
☐ Assignment ☐ Merger
■ Security Agreement ☐ Change of Name
☐ Other

Execution Date: **June 13, 2003**

4. Application number(s) or patent number(s):
A. Trademark Application No.(s) 76315694
CD-PROBE (App. No. 76-315,694)
RT/CD (App. No. 76-313,612)

B. Trademark Registration No.(s)

Additional numbers attached? ■ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Mrs. Kim Walker
Name: **Buchalter, Nemer, Fields & Younger**

Internal Address:

08/11/2003 ECOOPER 00000053 200052 76315694

01 FC:8521 40.00 DA
02 FC:8522 575.00 DA

Street Address: **601 South Figueroa Street, 24th Floor**
City: **Los Angeles** State: **California** ZIP: **90017**

6. Total number of applications and registrations involved: 24

7. Total fee (37 CFR 3.41) .... $ 615.00
☐ Enclosed
☑ Authorized to be charged to deposit account

8. Deposit account number:
20-0052

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of *my knowledge and belief*, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Christine E Wilson

MRS. KIM WALKER [signature] **July 16, 2003**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 11

LA 82215v1 7/16/2003

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EXHIBIT C

Trademarks

Description	Registration/ Application Number	Registration/ Application Date
CD-PROBE	76-315, 694	Sep. 21, 2001
RT/CD	76-313, 612	Sep. 12, 2001
COILS	76-274, 897	June 21, 2001
WBWS	2,547,288	Mar. 12, 2002
META-PROBE X	2,522,390	Dec. 25, 2001
INTEGRA	2,669,787	Dec. 31, 2002
ENVIRONMENTAL FILM DESORBER	2,605,497	Aug. 6, 2002
EFD	2,632,559	Oct. 8, 2002
DESORBER	2,420,246	Jan. 9, 2001
ABSOLUTE ELLIPSOMETER	2,364,232	July 4, 2000
FAB PRODUCTIVITY ENHANCEMENT	2,518,811	Dec. 11, 2001
FPE	2,403,438	Nov. 14, 2000
MICROAE	75-601,345	Dec. 8, 1998
UAE	75-601,342	Dec. 8, 1998
AE	2,290,866	Nov. 9, 1999
BPR	2,271,440	Aug. 24, 1999
BPE	2,268,211	Aug. 10, 1999
BEAM PROFILE ELLIPSOMETRY	2,518,933	Dec. 18, 2001
BEAM PROFILE REFLECTOMETRY	2,521,459	Dec. 25, 2001
THERMA-WAVE	2,165,847	June 16, 1998
META-PROBE	2,517,657	Dec. 11, 2001
THERMA-PROBE	1,715,145	Sep. 15, 1992
OPTI-PROBE	1,661,280	Oct. 15, 1991
DESIGN	1,636,760	Mar. 5, 1991

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of June 13, 2003 by and between SILICON VALLEY BANK ("Bank") and THERMA-WAVE, INC., a Delaware corporation ("Grantor").

RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "Loans") in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantor dated June 13, 2003 (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement). Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks, Patents, and Mask Works to secure the obligations of Grantor under the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (including without limitation those Copyrights, Patents, Trademarks and Mask Works listed on Schedules A, B, C, and D hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan

Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have cause this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

Address of Grantor:

1250 Reliance Way
Fremont, California 94539
Attn: ____________________

THERMA-WAVE, INC.

By: L. Ray Christie

Title: V.P., CFO & Secretary

BANK:

Address of Bank:

3003 Tasman Drive
Santa Clara, CA 95054-1191

Attn: ____________________

SILICON VALLEY BANK

By: ____________________

Title: ____________________

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Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have cause this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

Address of Grantor:

1250 Reliance Way
Fremont, California 94539
Attn: ____________________

THERMA-WAVE, INC.

By: ____________________

Title: ____________________

BANK:

Address of Bank:

3003 Tasman Drive
Santa Clara, CA 95054-1191

Attn: ____________________

SILICON VALLEY BANK

By: Quentin Falconer

Title: SENIOR VICE PRESIDENT

NO. 313 D006

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EXHIBIT A

Copyrights

Description	Registration/ Application Number	Registration/ Application Date
NONE		

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EXHIBIT B

Patents

Description	Registration/ Application Number	Registration/ Application Date
Apparatus for analyzing multi-layer thin film stacks on semiconductors	6567213	May 20, 2003
Wafer metrology apparatus and method	6563586	May 13, 2003
Combination thermal wave and optical spectroscopy measurement system	6535285	Mar. 18, 2003
Method and apparatus for multidomain data analysis	6532076	Mar. 11, 2003
Method for determining ion concentration and energy of shallow junction implants	6532070	Mar. 11, 2003
Apparatus for evaluating metalized layers on semiconductors	6522413	Feb. 18, 2003
Thin film optical measurement system and method with calibrating ellipsometer	6515746	Feb. 4, 2003
Small spot ellipsometer	6515744	Feb. 4, 2003
Apparatus for analyzing samples using combined thermal wave and X-ray reflectance measurements	6512815	Jan. 28, 2003
Spatial averaging technique for ellipsometry and reflectometry	6509199	Jan. 21, 2003
System and method for X-ray reflectometry measurement of low density films	6507634	Jan. 14, 2003
Evaluation of etching processes in semiconductors	6472238	Oct. 29, 2002
Analysis of interface layer characteristics	6465265	Oct. 15, 2002
Calibration and alignment of X-ray reflectometric systems	6453006	Sep. 17, 2002
Apparatus for evaluating metalized layers on semiconductors	6452685	Sep. 17, 2002
Broadband spectroscopic rotating compensator ellipsometer	6449043	Sep. 10, 2002
Critical dimension analysis with simultaneous multiple angle of incidence measurements	6429943	Aug. 6, 2002
Apparatus for analyzing multi-layer thin film stacks on semiconductors	6417921	July 9, 2002
Thin film optical measurement system and method with calibrating ellipsometer	6411385	June 25, 2002
Apparatus for analyzing samples using combined thermal wave and X-ray reflectance measurements	6408048	June 18, 2002
Apparatus for evaluating metalized layers on semiconductors	6320666	Nov. 20, 2001
Broadband spectroscopic rotating compensator ellipsometer	6320657	Nov. 20, 2001
Thin film optical measurement system and method	6304326	Oct. 16, 2001

with calibrating ellipsometer		
Apparatus for analyzing multi-layer thin film stacks on semiconductors	6297880	Oct. 2, 2001
Apparatus for analyzing multi-layer thin film stacks on semiconductors	6278519	Aug. 21, 2002
Method and apparatus for preparing semiconductor wafers for measurement	6261853	July 17, 2001
Apparatus for evaluating metalized layers on semiconductors	6191846	Feb. 20, 2001
Ellipsometer and polarimeter with zero-order plate compensator	6181421	Jan. 30, 2001
Broadband spectroscopic rotating compensator ellipsometer	6134012	Oct. 17, 2000
Apparatus for evaluating metalized layers on semiconductors	5978074	Nov. 2, 1999
Broadband spectroscopic rotating compensator ellipsometer	5973787	Oct. 26, 1999
Method and apparatus for optical data analysis; Method for evaluating parameters of a semiconductor wafer	5953446	Sep. 14, 1999
Thin film optical measurement system and method with calibrating ellipsometer	5900939	May 4, 1999
Thin film optical measurement system and method with calibrating ellipsometer	5798837	Aug. 25, 1998
Integrated spectroscopic ellipsometer	5596411	Jan. 21, 1997
Sample characteristic analysis utilizing multi wavelength and multi angle polarization and magnitude change detection	5596406	Jan. 21, 1997
Multiple angle spectroscopic analyzer utilizing interferometric and ellipsometric devices	5412473	May 2, 1995
Apparatus for evaluating thermal and electrical characteristics in a sample	5228776	July 20, 1993
Method and apparatus for evaluating the thickness of thin films	5181080	Jan. 19, 1993
Optical measurement device with enhanced sensitivity	5159412	Oct. 27, 1992
Apparatus for measuring grain sizes in metalized layers	5149978	Sep. 22, 1992
Method and apparatus for evaluating ion implant dosage levels in semiconductors	5074669	Dec. 24, 1991
Method and apaparatus for evaluating surface and subsurface features in a semiconductor	5042952	Aug, 27, 1991
High resolution ellipsometric apparatus	5042951	Aug. 27, 1991
Method and apparatus for measuring thickness of thin films	4999014	Mar. 12, 1991
Method and apparatus for evaluating surface and subsurface features in a semiconductor	4952063	Aug. 28, 1990
Method and apparatus for evaluating surface and	4854710	Aug. 8, 1989

subsurface features in a semiconductor		
Apparatus for locating and testing areas of interest on a workpiece	4795260	Jan. 3, 1989
Method and apparatus for optically detecting surface states in materials	4750822	June 14, 1988
Evaluating both thickness and compositional variables in a thin film sample	4679946	July 14, 1987
Method and apparatus for evaluating surface conditions of a sample	4636088	Jan. 13, 1987
Method and apparatus for detecting thermal waves	4634290	Jan. 6, 1987
Evaluation of surface and subsurface characteristics of a sample	4632561	Dec. 30, 1986
Thin film thickness measurement with thermal waves	4522510	June 11, 1985
Method for detection of thermal waves with a laser probe	4521118	June 4, 1985
Thin film thickness measurements and depth profiling utilizing a thermal wave detection system	4513384	April 23, 1985
Method for evaluating the quality of the bond between two members utilizing thermoacoustic microscopy	4484820	Nov. 27, 1984

EXHIBIT C

Trademarks

Description	Registration/ Application Number	Registration/ Application Date
CD-PROBE	76-315, 694	Sep. 21, 2001
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OPTI-PROBE	1,661,280	Oct. 15, 1991
DESIGN	1,636,760	Mar. 5, 1991

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EXHIBIT D

Mask Works

Description	Registration/ Application Number	Registration/ Application Date
NONE		

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