

Form PTO-1594
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Biometric Access Corporation

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 02/25/2004

2. Name and address of receiving party(ies)

Name: Perseus 2000, LLC

Internal

Address: _____

Street Address: 2099 Pennsylvania Ave NW

City: Washington State: DC Zip: 20006

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware limited liability company

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

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

A. Trademark Application No.(s) 75286686; 75665214;
78080983

B. Trademark Registration No.(s) 2178168

Additional number(s) attached Yes No

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

Name: Pamela B. Huff

Internal Address: Cox & Smith Incorporated

Street Address: 112 East Pecan Street

Suite 1800

City: San Antonio State: TX Zip: 78205

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03/3483

DO NOT USE THIS SPACE

9. Signature.

Kristi F. Nickel

Name of Person Signing

Kristi F. Nickel 3/2/04

Signature

Date

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

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

CH \$116.00 033483 76286686

ASSIGNMENT

WHEREAS, Biometric Access Corporation, a Delaware corporation ("ASSIGNOR"), having its principal place of business at 2555 North Interstate Highway 35, Suite 200, Round Rock, Texas 78664, has adopted, used, and has been using the trademarks listed on Exhibit "A" (the "Marks"); and

WHEREAS, Perseus 2000, L.L.C., a Delaware limited liability company ("ASSIGNEE"), having its principal place of business at 2099 Pennsylvania Avenue, N.W., Suite 900, Washington, D.C. 20006, acting as Collateral Agent for itself and Sixth Avenue Associates LLC, a Delaware limited liability company ("Sixth Avenue"), under that certain Pledge and Security Agreement by and among ASSIGNOR, ASSIGNEE, and Sixth Avenue, dated July 15, 2002, as may have been amended from time to time, desires to acquire all right, title and interest in and to said Marks, any and all registrations and applications for registration thereof, and the goodwill of the business symbolized by the Marks;

NOW, THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby assign, transfer and convey to ASSIGNEE all of its right, title, and interest in and to the Marks, all registrations and applications for registration thereof, all rights derived from or associated with use of the Marks by ASSIGNOR together with the goodwill of the business symbolized by said Marks, and the right to recover for past infringement of said Marks. ASSIGNOR represents and warrants that it has not previously assigned, licensed, or conveyed any interest in the Marks or the other rights referenced herein, and ASSIGNOR agrees to execute any further lawful documents needed to give full force and effect to this instrument.

Executed to be effective as of the 19th day of February, 2004.

BIOMETRIC ACCESS CORPORATION,
a Delaware corporation

By: 
Ronald R. Smith, Chief Executive Officer
and President

STATE OF TEXAS
COUNTY OF WILLIAMSON

Before me, a notary public in and for the state and county aforesaid, on this day personally appeared Ronald R. Smith, known to me to be the person whose name is subscribed to the foregoing instrument, who acknowledged to me that he executed the same as Chief Executive Officer and President of Biometric Access Corporation for the purposes and consideration therein expressed.

Given under my hand and seal of office this 25th day of February, 2004.

Ann Duffy Banfield

Printed Name: ANN DUFFY BANFIELD
Notary Public in and for the State of Texas

My Commission Expires: 4-12-04



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BIOMETRIC ACCESS COR

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**EXHIBIT A
Federal Trademarks**

Registration

| Mark | Reg. No. | Issued |
|----------------------|-----------|----------------|
| SECURETOUCH & DESIGN | 2,178,168 | August 4, 1998 |

Pending Applications

| Mark | App. No. | Filing Date |
|--|------------|-----------------|
| BAC BIOMETRIC ACCESS CORPORATION & DESIGN | 75/286,686 | May 5, 1997 |
| BIOMETRIC INTERNET ACCESS | 75/665,214 | March 22, 1999 |
| SECURETOUCH-N-PAY | 78/080,983 | August 24, 2001 |