

03-26-2004



To the Honorable Commissioner of Patents and Trademarks

102668353

original documents or copy thereof.

1. Name of conveying party(ies):
MMC/GATX Partnership No. I and Transamerica
Business Credit Corporation

5.6.03

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

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

2. Name and address of receiving party(ies)
Name: TriPath Imaging, Inc.
Internal Address: _____
Address: _____

Street Address: 780 Plantation Drive
City: Burlington State: NC Zip: 27215

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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 Termination of Security Interest

Execution Date: 4/4/2003

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

A. Trademark Application No.(s) _____
See attached

B. Trademark Registration No.(s) _____
See attached

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 9

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: MMC/GATX Partnership No. I
Internal Address: c/o GATX Ventures, Inc.
Attn: Legal

Street Address: 3687 Mt. Diablo Blvd.
Suite 200

City: Lafayette State: CA Zip: 94549

7. Total fee (37 CFR 3.41)..... \$240.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Maureen C. Dellinger, Counsel Maureen C. Dellinger May 1, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

2003 BT011 0000051 7422995

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

1321
1322

40.00 / IP
200.00 / IP

SCHEDULE A

Trademark Application Number(s)

74229095	75339445	75020713
75508009	75799887	75800702

Registration Number(s)

2305499	1887662	2125954

**TERMINATION
OF
SECURITY INTEREST IN TRADEMARKS**

This Termination of Security Interest in Trademarks (the "Termination") is executed on behalf of MMC/GATX Partnership No. I and Transamerica Business Credit Corporation, as Secured Parties, in favor of TriPath Imaging, Inc., a Delaware corporation (the "Debtor"), and is effective of April 4, 2003.

RECITALS

A. Debtor and the Secured Parties entered into a certain Loan and Security Agreement dated as of January 19, 2000 (the "Agreement").

B. The Grant of Security Interest in Trademarks, relating to the Agreement, was filed with the Patent and Trademark Office on February 28, 2000, at Reel/Frame 002025/0423.

The Secured Parties expressly hereby terminate their security interest in the Collateral, including without limitation, the trademarks and trademark applications listed on the prior Patent Trademark filing attached hereto.

IN WITNESS WHEREOF, this Termination is executed as of the date first above written

MMC/GATX Partnership No. I

By: GATX Financial Corporation, its general partner

By: *Patricia W. Lecher*

Name: Patricia W. Lecher
Vice President

Title: _____

Transamerica Business Credit Corporation

By: *Matthew N. McAlpin*

Name: Matthew N. McAlpin

Title: Senior Vice President