

02-13-2004

DB

FORM PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 05/31/2002)

RECO



102670161

U.S. DEPARTMENT OF COMMERCE
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): **GoDigital Networks 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: Jan. 14, 2004

2. Name and address of receiving party(ies):

Name: **Silicon Valley Bank**
Internal Address: HA155

Street Address: 3003 Tasman Drive

City: Santa Clara State: CA ZIP: 95054

- 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

Additional name(s) & address(es) attached? Yes No



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

A. Trademark Application No.(s)
76/042,251

B. Trademark No.(s)
2,201,974
2,265,314

Additional numbers attached? Yes No

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

Name: **Silicon Valley Bank**

Internal Address: Loan Documentation HA155

Street Address: 3003 Tasman Dr.

City: Santa Clara State: Ca ZIP: 95054

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): **\$90.00**
 Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

02/12/2004 ECDOPER 00000100 76042251

01 FC:8521 40.00 DP
02 FC:8522 50.00 DP

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.

Maibela Arteaga
Name of Person Signing

Maibela Arteaga
Signature

Date 1/30/04

SC

Total number of pages including cover sheet, attachments, and document: 7

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

TRADEMARK
REEL: 002912 FRAME: 0827

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement (this "Agreement") is entered into as of January 14, 2004 by and between SILICON VALLEY BANK, a California-chartered bank ("Bank"), and GODIGITAL NETWORKS CORPORATION, a California corporation ("Grantor").

RECITALS

A. Bank will make advances ("Loans") to Grantor as described in that certain Loan and Security Agreement of even date herewith (the "Loan Agreement"), but only if Grantor grants Bank a security interest in, among other Collateral, all of Grantor's Intellectual Property, including all Copyrights, Trademarks, Patents and Mask Works. All defined terms used herein shall have the respective meanings accorded to them in the Loan Agreement.

B. Grantor has granted Bank a security interest in all of Grantor's right, title and interest, presently existing or later acquired, in and to all of the Collateral.

AGREEMENT

Grantor hereby grants Bank a security interest in all of its right, title and interest in and to Grantor's Intellectual Property (including but not limited to the Copyrights, Patents, Trademarks and Mask Works listed on Exhibits A, B, C, and D hereto), and all proceeds thereof (including but not limited to license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, rights throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part. This security interest is granted in conjunction with the security interest granted under the Loan Agreement. Bank's rights and remedies with respect to the security interest granted hereby are in addition to (and not in lieu of) those set forth in the Loan Agreement and the other Loan Documents, and those available in law or equity. Bank's rights, powers and interests are cumulative with every right, power or remedy provided herein. Bank's exercise of its rights, powers or remedies in this Agreement, the Loan Agreement or any other Loan Document does not preclude the simultaneous or later exercise of any or all other rights, powers or remedies.

BANK:

SILICON VALLEY BANK,
a California-chartered bank



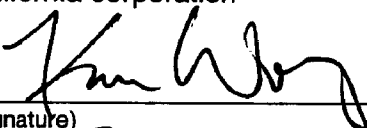
(Signature)

Senior VP

(Title)

GRANTOR:

GODIGITAL NETWORKS CORPORATION,
a California corporation



(Signature)

CFO

(Title)

EXHIBIT A

Copyrights

Description

Registration/
Application
Number

Registration/
Application
Date

SF 191023.1 07263 00315

TRADEMARK
REEL: 002912 FRAME: 0829

EXHIBIT B

Patents

Description

Registration/
Application
Number

Registration/
Application
Date

See attached

EXHIBIT B

Filed or Granted Patent Applications

File No.	Abbreviated Title	Inventors	Provisional	Non-provisional	Patent Issued	International Filed
GODG-300	Multiple ISDN Carrier System	Akers		(8/21/86)	US 6,118,766	EP, WO
GODG-401	HDSL and POTS Carrier System	Akers		(11/18/96)	US 5,883,941	EP, WO, HK, AU
GODG-501	Multiple ISDN and POTS Carrier System	Akers		(9/20/96)	US 6,141,330	WO
GODG-800	Voltage Alternating Circuit	Blackburn		(4/20/99)	US 6,567,522	B1
GODG-210	Multiple Dig. Sub. Carrier with Drop and Insert Repeater System	Akers, Blackburn, Drapkin		(2/22/00)	ABANDONED	
GODG-910	System for Providing Increased Data Speed Using High Resolution A/D	Meyers		(2/22/00)	notification of allowance	
GODG-1010	M&A for providing Increased Speed using synchron. & bit robbing	Blackburn		(2/22/00)	US 6,556,638	B1
GODG-1200	M&A for increased Data Speeds using Synchron. & Equalization	Norrill, Hon, Sweltzer, Law, Blackburn, Meyers		(3/17/00)	ABANDONED	
GODG-1310	M&A for high capacity, long loop broadband ADSL service	Norrill, Hon, Sweltzer, Law, Blackburn, Meyers		(2/1/01)		
GODG-1400	HV implementation for signal reconstruction over multiple A/D, D/A	Akers, Agar, Brandt	(2/2/00)	(2/1/01)		
GODG-1500	M&A for echo cancellation for uneven sampled channels in full duplex	Law, Liu, Hon, Norrell	(3/17/00)	(3/16/01)		
GODG-1600	M&A for altering round-trip delay measurements to position echo canceller	Law, Norrell, Sweltzer	(3/17/00)	(3/16/01)		
GODG-1700	M&A for implementing digital filters in data path of PCM modem to allow 2nd A/D	Sweitzer	(3/17/00)	(8/3/01)		
GODG-2000	M&A for a dynamically upgradeable voice and ADSL system	Sweitzer, Hon, Schutz		(10/31/01)		
GODG-2100	Small form factor T1 multiplexer with multiple DSL Outputs	Brandt, Payton, Fuller Blackburn, Hon	(10/31/01)	(11/15/01)		

EXHIBIT "C"

TRADEMARKS

<u>TRADEMARK DESCRIPTION</u>	<u>COUNTRY</u>	<u>APPLICATION NO./ SERIAL NO.</u>	<u>REG. NO.</u>	<u>STATUS</u>
XCEL	USA	76/042,251		Pending
GDSL	USA		2,201,974	Registered
GODIGITAL	USA		2,265,314	Registered

EXHIBIT D

Mask Works

Description

Registration/
Application
Number

Registration/
Application
Date

SF 191023.1 07263 00315

RECORDED: 02/09/2004

**TRADEMARK
REEL: 002912 FRAME: 0833**