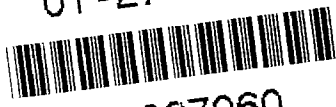


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Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
Tab settings ⇌ ⇌ ⇌ ▼



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.

1/27/05

1. Name of conveying party(ies):  
DIGITALGLOBE, INC

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: PARTARCH PARTNERS AGENCY SERVICES, LLC  
Internal  
Address: SUITE 700

Street Address: 112 SOUTH TYRON STREET  
City: CHARLOTTE              State: NC              Zip: 28284

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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other TRADEMARK COLLATERAL

Execution Date: 9-10-04

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark Registration No.(s)  
SEE ATTCHED

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: KEVIN VOHNOUTKA  
Internal Address: C/O CSC

Street Address: 80 STATE STREET

City: ALBANY              State: NY              Zip: 12207

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$ 290.00  
 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

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.*

KEVIN VOHNOUTKA                      Kevin Vohnoutka                      01/25/05  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 12

01/28/2005 DBYRNE 00000037 2626153  
01 FC:8521  
02 FC:8522


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

TRADEMARK  
REEL: 003109 FRAME: 0778

DigitalGlobe, Inc.  
Trademarks

COUNTRY	TRADEMARK/ SERVICE MARK	CLASS/GOODS AND SERVICES	STATUS	SERIAL NO./ REG. NO.	FILING DATE/ REG. DATE
<del>JAPAN (Earthwatch Incorporated ) 99-3322</del>	<del>DIGITALGLOB E.COM</del>	<del>42/Providing geographic information.</del>	<del>Registere d</del>	<del>RN: 4,477,658</del>	<del>RD: 05/25/2001</del>
US 99-4674	AGROWATCH	42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth for geographic applications.	Registere d	RN: 2,626,153	RD: 09/24/2002
US 99-2790	DIGITALGLOB E	9/Computer software that is downloaded from a remote computer site and available on CD-ROM and diskette which provides satellite imagery for the collection, manipulation, and electronic formatting of satellite imagery data of the earth	Registere d	RN: 2,264,047	RD: 07/27/1999
US 99-2791	DIGITALGLOB E	42/Providing information services, namely, providing satellite imagery by the collection, manipulation, electronic formatting and distribution of satellite imaging data of the earth	Registere d	RN: 2,136,168	RD: 02/10/1998

**DigitalGlobe, Inc.  
Trademarks**

COUNTRY	TRADEMARK/ SERVICE MARK	CLASS/GOODS AND SERVICES	STATUS	SERIAL NO./ REG. NO.	FILING DATE/ REG. DATE
US 99-3318	DIGITALGLOB E	42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth	Registere d	RN: 2,484,701	RD: 09/01/2001
US 01-1479	DIGITALGLOB E (Stylized)	42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth	Registere d	RN: 2,653,714	RD: 11/26/2002
US 99-3319	DIGITALGLOB E.COM	42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth	Registere d	RN: 2,487,069	RD: 10/16/2001
US 99-3316	DIGITALGLOB E.COM (and globe design)  <small>DIGITALGLOBE.COM</small>	42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth	Registere d	RN: 2,497,829	RD: 10/16/2001
US 99-2792	GLOBE DESIGN  	42/Providing information services, namely, providing satellite imagery by the collection, manipulation, electronic formatting and distribution of satellite imaging data on the earth	Registere d	RN: 2,133,131	RD: 01/27/1998
US 99-3760	SECONDS ON ORBIT	42/Digital Imaging Services	Registere d	RN: 2,470,721	RD: 07/17/2001

DigitalGlobe, Inc.  
Trademarks

COUNTRY	TRADEMARK/ SERVICE MARK	CLASS/GOODS AND SERVICES	STATUS	SERIAL NO./ REG. NO.	FILING DATE/ REG. DATE
US 99-3923	SOO	40/Digital imaging services.	Registered	RN: 2,385,734	RD: 09/12/2000
US 99-2793	YOUR PLANET ON-LINE	42/Providing information services, namely, providing satellite imagery by the collection, manipulation, electronic formatting and distribution of satellite imaging data on the earth.	Registered	RN: 2,137,725	RD: 02/17/1998

## TRADEMARK COLLATERAL SECURITY AGREEMENT

**THIS TRADEMARK COLLATERAL SECURITY AGREEMENT** (this "Assignment"), is made by and between DigitalGlobe, Inc., a Delaware corporation ("Grantor"), and PATRIARCH PARTNERS AGENCY SERVICES, LLC, a Delaware limited liability company, as agent (in such capacity, the "Agent") for itself and the financial institutions party to the Credit Agreement referenced below.

**WHEREAS**, Grantor has adopted, used and is using, and is the sole owner of the marks set forth on Schedule 1 hereof (collectively, the "Marks");

**WHEREAS**, under the terms of, and as a condition precedent to the effectiveness of, that certain Credit Agreement, dated as of September 10, 2004, among DigitalGlobe, Inc. and DigitalGlobe Services, Inc., as borrowers thereunder, and Zohar CDO 2003-1, Limited, as lender thereunder (together with the any other financial institutions from time to time lenders thereunder, collectively, the "Lenders") (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement") the Grantor entered into the Security Agreement dated as of even date therewith (the "Security Agreement");

**WHEREAS**, to secure the due and prompt payment and performance of the Obligations (as defined in the Security Agreement), Grantor pledged, assigned, hypothecated and transferred, and granted to the Agent, for itself and for the benefit of the Lenders, a continuing security interest in all of the Grantor's right, title and interest in certain collateral, including the Marks; and

**WHEREAS**, it is the purpose of this document to memorialize the aforementioned security interest in a form suitable for recordation in the United States Patent and Trademark Office;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, effective as of the date of the Credit Agreement set forth above, to secure the due and prompt payment and performance of the Obligations, Grantor hereby pledges, assigns, hypothecates and transfers, and grants to the Agent, for itself and for the

benefit of the Lenders, a continuing security interest and lien in and to the Marks and all registrations and applications for registrations of the Marks, including the registrations and applications identified on Schedule 1, together with the goodwill of the business symbolized by the Marks and together with all of Grantor's right to sue and recover for infringement of the Marks, free and clear of all liens, claims, charges, security interests, and other interests or encumbrances.

IN WITNESS WHEREOF, this Assignment has been duly executed, sealed and delivered by an authorized officer of the Grantor.

DIGITALGLOBE, INC.

By: [Signature]  
Name: Henry E. Dubois  
Title: President

STATE OF Colorado )

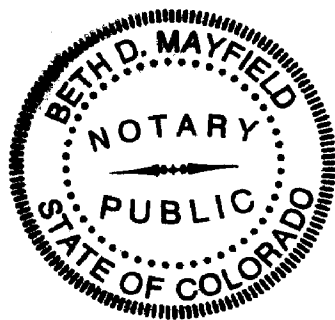
COUNTY OF Boulder ) ss.:

On this the 10<sup>th</sup> day of September, 2004, before me, personally appeared Henry E. Dubois who, being by me duly sworn, did depose and say that she/he is the President of DigitalGlobe Inc, the corporation described in and which executed the above instrument, and that she/he as such President, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself/himself as officer and attorney-in-fact.

IN WITNESS WHEREOF, I hereunto set my hand.

[Signature]  
Commissioner of Superior Court/Notary Public  
My Commission Expires:

MY COMMISSION EXPIRES 12/1/2007



SCHEDULE 1  
TO  
TRADEMARK COLLATERAL SECURITY AGREEMENT

**DigitalGlobe, Inc.  
Trademarks**

<b>COUNTRY</b>	<b>TRADEMARK/ SERVICE MARK</b>	<b>CLASS/GOODS AND SERVICES</b>	<b>STATUS</b>	<b>SERIAL NO./ REG. NO.</b>	<b>FILING DATE/ REG. DATE</b>
Australia (Earthwatch Incorporated , DE Corp.)  99-4472	DIGITAL GLOBE	42/The provision of geographic and geological information through the collection manipulation, processing and/or formatting of images and geographic measurements of earth.	Pending	SN: 846,643	FD: 08/16/2000
European Union (Earthwatch Incorporated )  99-4473	DIGITAL GLOBE	9/Digital imagery computer software  16/Printed computer software documentation and user manuals, printed advertising and promotional materials, reports, maps, photographs  42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth	Registere d	RN: 001819200	RD: 10/18/2001

**DigitalGlobe, Inc.  
Trademarks**



<b>COUNTRY</b>	<b>TRADEMARK/ SERVICE MARK</b>	<b>CLASS/GOODS AND SERVICES</b>	<b>STATUS</b>	<b>SERIAL NO./ REG. NO.</b>	<b>FILING DATE/ REG. DATE</b>
European Union (Earthwatch Incorporated ) 01-1542	DIGITALGLOBE (Stylized)	9/Digital imagery computer software  16/Printed computer software documentation and user manuals, printed advertising and promotional materials, reports, maps, photographs  42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth	Registered	RN: 002,250,983	RD: 08/20/2002
European Union (Earthwatch Incorporated ) 99-3320	DIGITALGLOBE.COM	9/Digital imagery computer software  16/Printed computer software documentation and user manuals, printed advertising and promotional materials, reports, maps, photographs  42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth	Registered	RN: 001531631	RD: 05/239/2001
JAPAN (Earthwatch Incorporated ) 99-4474	DIGITALGLOBE (Stylized)	42/Providing geographic information.	Registered	RN: 4589214	RD: 07/26/2002



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US 99-3319	DIGITALGLOB E.COM	42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth	Registere d	RN: 2,487,069	RD: 10/16/2001
US 99-3316	DIGITALGLOB E.COM (and globe design)  	42/Providing information services, namely providing geographic information through the collection, manipulation, processing, and/or formatting of images and geographic measurements of the earth	Registere d	RN: 2,497,829	RD: 10/16/2001
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