

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CIRCADIANT SYSTEMS, INC.		06/01/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	COMERICA BANK		
Street Address:	75 E. TRIMBLE ROAD		
Internal Address:	MC 4770		
City:	San Jose		
State/Country:	CALIFORNIA		
Postal Code:	95113		
Entity Type:	Michigan Banking Corporation:		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2792547	INTELLITIME	
Registration Number:	2795788	INTELLISCRIP	
Registration Number:	2858373	INTELLIGENT FAULTFINDER	
Registration Number:	2522531	C	
Registration Number:	2520112	CIRCADIANT	
Registration Number:	2792461	INTELLIPASS	
CORRESPONDENCE DATA			
Fax Number:	(858)550-6420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	858-550-6403		
Email:	erin.obrien@cooley.com		
Correspondent Name:	Erin O'Brien		
Address Line 1:	4401 Eastgate Mall		
Address Line 4:	San Diego, CALIFORNIA 92121		

CH \$165.00 2792547

ATTORNEY DOCKET NUMBER:	036703-1160 CIRCADIANT
NAME OF SUBMITTER:	Erin O'Brien
Signature:	/Erin O'Brien/
Date:	03/02/2006

Total Attachments: 14

source=Circadiant IPSA to file#page1.tif
source=Circadiant IPSA to file#page2.tif
source=Circadiant IPSA to file#page3.tif
source=Circadiant IPSA to file#page4.tif
source=Circadiant IPSA to file#page5.tif
source=Circadiant IPSA to file#page6.tif
source=Circadiant IPSA to file#page7.tif
source=Circadiant IPSA to file#page8.tif
source=Circadiant IPSA to file#page9.tif
source=Circadiant IPSA to file#page10.tif
source=Circadiant IPSA to file#page11.tif
source=Circadiant IPSA to file#page12.tif
source=Circadiant IPSA to file#page13.tif
source=Circadiant IPSA to file#page14.tif

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of June 1, 2005 by and between COMERICA BANK ("Bank") and CIRCADIANT SYSTEMS, 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 of even date herewith (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).

B. 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 and Patents to secure the obligations of Grantor under the Loan Agreement.

C. 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 and all other agreements now existing or hereafter arising between Grantor and Bank, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Bank and Grantor, 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 and Trademarks listed on Schedules A, B and C 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; provided however that the security interest granted hereby shall not include any property of Borrower to the extent such property (i) is non-assignable by its terms without the consent of the licensor thereof or another party (but only to the extent such prohibition on transfer is enforceable under applicable law, including, without limitation, Sections 9406 and 9408 of the Code), or (ii) the granting of a security interest therein is contrary to applicable law or would result in the abandonment, invalidation or unenforceability of any right, title or interest of Borrower therein, provided that upon the cessation of any such restriction or prohibition, such property shall automatically become part of the Collateral.

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.

Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

IN WITNESS WHEREOF, the parties have caused 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:

7660 Imperial Way, Suite C-103
Allentown, PA 18195

Attn: My Chung

CIRCADIANT SYSTEMS, INC.

By:  _____

Title: CEO

By:  _____

Title: Exec. Vice President

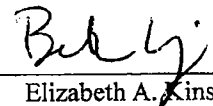
BANK:

Address of Bank:

Comerica Bank
Commercial Loan Services Department
2321 Rosecrans Avenue
El Segundo CA 90245

Attn: Loan Documentation

COMERICA BANK

By:  _____

Title: Elizabeth A. Kinsey
Senior Vice President

EXHIBIT A

Copyrights

<u>Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
--------------------	--------------------------------	------------------------------

NONE

EXHIBIT B

Patents

<u>Description</u>	Registration/ Application <u>Number</u>	Registration/ Application <u>Date</u>
--------------------	---	---

ATTACHED
4 PAGE LIST

EXHIBIT C

Trademarks

<u>Description</u>	Registration/ Application Number	Registration/ Application Date
--------------------	--	--------------------------------------

ATTACHED
5 PAGE LIST

CIRCADIAN SYSTEMS DOCKETING

Date: 4/12/2005

Provided By:

William S. Francos, Esq.
 VOLENTINE FRANCO & WHITT, PLLC
 2 Meridian Boulevard
 Wyomissing, PA 19610
 Phone: (610) 375-3513
 Fax: (610) 375-8380

PATENTS

ATTENTION: JOHN S. FRENCH

Circadian Systems, Inc.
 7660 Imperial Way, Suite C-103
 Allentown, PA 18195-1016

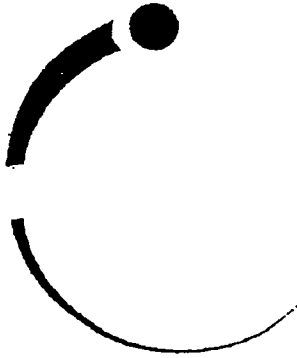
I.D. No.	V.F. No.	Title	Inventor(s)	I.D. Date	Application Filing Date	Comments	App. No.	Priority
APP.0001PCT (AJT)	CIRC.001PCT	"Unitary Testing Apparatus For Performing Bit Error Rate Measurements On Optical Components"	John Sargent French and William Joseph Thompson		3/5/2002	No Foreign (National) Filing	PCT/US02/06365	60/273,665 filed 3/5/01
APP.0001C (AJT)	CIRC.001C	"Unitary Testing Apparatus For Performing Bit Error Rate Measurements On Optical Components"	John Sargent French and William Joseph Thompson		10/8/2002	Filed an RCE and IDS on 4/6/2005	10/265,703	60/273,665 filed 3/5/01
APP.0002PCT	CIRC.002PCT	"Automated System And Method For Performing Bit Error Rate Measurements On Optical Components"	John Sargent French and William Joseph Thompson		4/23/2002	U.S. Continuation filed 7/3/2003	PCT/US02/12816	60/285,805 filed 4/23/01
APP.0002C	CIRC.002C	"Automated System And Method For Optical Measurement and Testing"	John Sargent French and William Joseph Thompson		7/3/03	Filed Response to Notice to File Missing Parts 12/30/03; Rec'd updated Filing Receipt on 2/13/04	10/613,293	
APP.0002D	CIRC.002D	"Automated System And Method for Optical Measurement and Testing"	John Sargent French and William Joseph Thompson		1/23/2003	Filed Response to Requirement for Restriction on 4/1/05	11/098,711	
APP.0003PCT (AJT)	CIRC.003PCT	"Error Function Analysis of Optical Components"	Jorge Franke, John Sargent French, Sheldon Sun and William Joseph Thompson		3/27/2002	No Foreign (National) Filing	PCT/US02/09365	60/279,550 filed 3/29/01

APP.0003C (AJT)	CIRC.003C	"Error Function Analysis of Optical Components"	Jorge Franke, John Sargent French, Sheldon Sun and William Joseph Thompson		1/23/2003	Filed an RCE and IDS on 4/1/05	10/348,904	
APP.0004C (AJT)	CIRC.004C	"Error Function Analysis of Optical Components"	Jorge Franke, John Sargent French, Sheldon Sun and William Joseph Thompson		5/1/2003	Filed IDS on 5/13/03	10/426,637	
APP.0004PCT (AJT) On Hold	CIRC.004PCT	"Error Function Analysis Of Optical Component With Uncertainty Ranges"	Jorge Franke, John Sargent French, Sheldon Sun and William Joseph Thompson		3/27/2002	No Foreign (National) Filing	PCT/US02/09359	60/279,586 filed 3/29/01
APP.0005PCT	CIRC.005PCT	"Automated System And Method For Determining The Sensitivity Of Optical Components"	John Sargent French and William Joseph Thompson		4/23/2002	No Foreign (National) Filing	PCT/US02/12819	60/285,804 filed 4/23/01
APP.0005C	CIRC.005C	"Automated System And Method For Determining the Sensitivity of Optical Components"	John Sargent French and William Joseph Thompson		7/2/03	Filed an Amendment on 3/2/2005	10/613,299	
APP.0005D	CIRC.005D	"Automated System And Method For Determining the Sensitivity of Optical Components"	John Sargent French and William Joseph Thompson		8/29/2004	Issue Fee due on 6/27/2005	10/954,534	
APP.0006	CIRC.008	"Modular Housing for Use With Test Equipment"	Rajesh Dighde and William Joseph Thompson		9/6/2002	Received Ribbon Copy - Patent granted date 6/15/04	10/236,997	
APP.0009Des	CIRC.009 Design	"Modular Housing For Electronic And Optical Components"	William Joseph Thompson, Rajesh Dighde and John Sargent French		4/19/2002	Received Ribbon Copy - Patent granted date 12/16/03	29/159,354	
APP.0011P	CIRC.011P	"Method And Apparatus For Jitter Creation And Testing"	John Sargent French, Jorge Eduardo Franke and William		6/5/2002	Received Filing Receipt on 6/25/02		60/386,070 filed 6/5/02

APP.0011	CIRC.011	"Method And Apparatus For Jitter Creation And Testing"	Joseph Thompson John Sargent French, Jorge Eduardo Franke and William Joseph Thompson	6/5/2003	Filed Status Check on 5/27/2004	10/455,244	
APP.0012P	CIRC.012P	"Graphic User Interface For Test Equipment"	Ross Arnold, Asha Chanda, Mirek Fatyga, Priyesh Patel, Joseph Poston, Raymund Rimando, Johnathan Streets, William Thompson	9/11/2002	Provisional filed on 9/11/02	60/409,892	
APP.0012	CIRC.012	"Graphic User Interface For Test Equipment"	Ross Arnold, Asha Chanda, Mirek Fatyga, Priyesh Patel, Joseph Poston, Raymund Rimando, Johnathan Streets, William Thompson	9/11/2003	Rec'd Notice of Publication of Application on 8/26/04	10/659,909	
APP.0012CIP	CIRC.012CIP	"Graphic User Interface For Test Equipment"	Ross Arnold, Asha Chanda, Mirek Fatyga, Priyesh Patel, Joseph Poston, Raymund Rimando, Johnathan Streets, William Thompson		To include new matter from W. Thompson		
APP.0013	CIRC.013	"Header Synchronization"	E. Bergmann, J. Cappello, W. Thompson		File as Utility Application		
APP.0014	CIRC.014	"Communications Testing Apparatus and Method of Use"	E. Bergmann and W. Thompson	3/24/2004	Rec'd Assignment on 2/7/05	10/808/254	(no # yet) filed 3/10/04
APP.0015	CIRC.015	"Measuring Frequency Response of Optical Receiver"	E. Bergmann and W. Thompson				
APP.0016	CIRC.016	"Jitter Measurement"	E. Bergmann, J. Franke, W. Thompson and J. French	7/28/2004	Rec'd Assignment on 2/2/05	10/900,735	
APP.0017	CIRC.017	"Sub-rate Bit Stream Decoder with Frequency Variance Compensation"	J. Cappello, S. Makam and W. Thompson				

APP.0018	CIRC.018	"Method and Apparatus for Self-Testing of Test Equipment"	I. Adam, W. Thompson and D. Winslow	1/5/2005	Rec'd Notice to File Corrected Application Papers due 5/1/2005	11/030,381	
APP.0019P	CIRC.019P	"Controlled Optical Multi-Path Testing"	E. Bergmann, M. George and W. Thompson	3/14/2005	Rec'd Filing Receipt on 3/31/2005	60/661,353	

I.D. No.	V.F. No.	Application			App. No.	Priority
		I.D. No.	Filing Date	Comments		



TRADEMARKS

Intellitime	2,792,547
Intelli-Script	2,795,788
Intelligent FaultFinder	2,858,373
C (and design)	2,522,531
Circadiant	2,520,112

INTELLIPASS *ref.5*

TRADEMARKSCAN®—U.S. Federal

Serial Number: 76390462

Registration Number: 2792461

Status: REGISTERED

USPTO Status: (700) REGISTERED

USPTO Status Date: December 9, 2003

Filed: April 3, 2002

Allowance Filed: February 11, 2003

Published: November 19, 2002

Declaration Approved: September 30, 2003

Registered: December 9, 2003

International Class(es):

9 (Electrical and Scientific Apparatus)

Goods/Services:

(INT. CL. 9) ELECTRONIC APPARATUS AND COMPUTER SOFTWARE FOR TESTING AND DIAGNOSTIC ANALYSIS OF OPTICAL NETWORK EQUIPMENT

International Class: 9

First Used: June 20, 2003

In Commerce: June 20, 2003

Registrant:

CIRCADIANT SYSTEMS, INC.
DELAWARE CORPORATION
7660 IMPERIAL WAY, SUITE C-103
ALLENTOWN, PENNSYLVANIA 18195

Owner At Publication:

CIRCADIANT SYSTEMS, INC.
DELAWARE CORPORATION
7660 IMPERIAL WAY, SUITE C-103
ALLENTOWN, PENNSYLVANIA 18195

Owner At Publication:
CIRCADIANT SYSTEMS, INC.
DELAWARE CORPORATION
7660 IMPERIAL WAY, SUITE C-103
ALLENTOWN, PENNSYLVANIA 181951016

Applicant:
CIRCADIANT SYSTEMS, INC.
DELAWARE CORPORATION
7660 IMPERIAL WAY, SUITE C-103
ALLENTOWN, PENNSYLVANIA 181951016

Filing Attorney: JOHN J. O'MALLEY
Reference Number: CIR2-TM001

Filing Correspondent:
JOHN J. O'MALLEY
VOLPE AND KOENIG, P.C.
SUITE 400, ONE PENN CENTER
1617 JOHN F. KENNEDY BOULEVARD
PHILADELPHIA, PA 19103

STRAIGHT-LINE BER *ref.7*

Cross Reference: STRAIGHT LINE BER

TRADEMARKSCAN@—U.S. Federal

Serial Number: 76316681

Status: PUBLISHED
INTENT TO USE

USPTO Status: (807) SU - NON-FINAL ACTION - MAILED
USPTO Status Date: February 4, 2005

Filed: September 25, 2001
Allowance Filed: October 21, 2003
Revived/Reinstated: October 2, 2002
Published: July 29, 2003

International Class(es):
9 (Electrical and Scientific Apparatus)

Goods/Services:
(INT. CL. 9) COMPUTER HARDWARE AND COMPUTER SOFTWARE FOR TESTING AND DIAGNOSTIC
ANALYSIS OF OPTICAL NETWORK EQUIPMENT

International Class: 9
First Used: June 20, 2003
In Commerce: June 20, 2003

Owner At Publication:
CIRCADIANT SYSTEMS, INC.
DELAWARE CORPORATION
7660 IMPERIAL WAY
SUITE C 103
ALLENTOWN, PENNSYLVANIA 181951016

Applicant:
CIRCADIANT SYSTEMS, INC.
DELAWARE CORPORATION
7660 IMPERIAL WAY
SUITE C 103
ALLENTOWN, PENNSYLVANIA 181951016

Filing Attorney: WILLIAM S FRANCOS
Reference Number: CIRC.003TM

Filing Correspondent:
WILLIAM S. FRANCOS
11951 FREEDOM DR STE 12601
RESTON, VA 20190-5640

Disclaims: "BER"

History:
APRIL 20, 2005 PAPER RECEIVED
FEBRUARY 04, 2005 NON-FINAL ACTION MAILED
FEBRUARY 03, 2005 SU - NON-FINAL ACTION - WRITTEN
OCTOBER 28, 2004 PAPER RECEIVED
OCTOBER 21, 2004 FAX RECEIVED
JULY 20, 2004 ASSIGNED TO EXAMINER
JULY 19, 2004 STATEMENT OF USE PROCESSING COMPLETE
JUNE 28, 2004 USE AMENDMENT FILED
JUNE 28, 2004 PAPER RECEIVED
MAY 29, 2004 EXTENSION 1 GRANTED
APRIL 21, 2004 EXTENSION 1 FILED
APRIL 29, 2004 CASE FILE IN TICRS
APRIL 26, 2004 PAPER RECEIVED
OCTOBER 21, 2003 NOTICE OF ALLOWANCE-MAILED
JULY 29, 2003 PUBLISHED FOR OPPOSITION
JULY 09, 2003 NOTICE OF PUBLICATION
MAY 16, 2003 APPROVED FOR PUB - PRINCIPAL REGISTER
OCTOBER 03, 2002 ASSIGNED TO EXAMINER
OCTOBER 02, 2002 PETITION TO REVIVE-GRANTED
AUGUST 21, 2002 PETITION TO REVIVE-RECEIVED
AUGUST 21, 2002 PAPER RECEIVED
AUGUST 19, 2002 ABANDONMENT - FAILURE TO RESPOND OR LATE RESPONSE
DECEMBER 31, 2001 NON-FINAL ACTION MAILED
NOVEMBER 16, 2001 ASSIGNED TO EXAMINER

Index of Owners

CIRCADIANT SYSTEMS, INC.
C
reference 4

CIRCADIANT SYSTEMS, INC.
CIRCADIANT
reference 6

CIRCADIANT SYSTEMS, INC.
INTELLI-SCRIPT
reference 2

CIRCADIANT SYSTEMS, INC.
INTELLIGENT FAULTFINDER

reference 1

CIRCADIANT SYSTEMS, INC.
INTELLIPASS

reference 5

CIRCADIANT SYSTEMS, INC.
INTELLITIME

reference 3

CIRCADIANT SYSTEMS, INC.
STRAIGHT-LINE BER

reference 7

File Dates

U.S. Federal

Date Last Updated: May 07, 2005

OFFICIAL GAZETTE PUBLISHED ON: 03-MAY-05
USPTO TEXT
COMPLETE FILINGS THROUGH: 24-APR-05
ADDITIONAL FILINGS THROUGH: 25-APR-05
APPLICATION DRAWING PAGES
COMPLETE FILINGS THROUGH: 26-APR-05
ADDITIONAL FILINGS THROUGH: 02-MAY-05
IMAGES CODED THROUGH: 10-FEB-05

U.S. State

Date Last Updated: May 03, 2005

ALABAMA:29-MAR-05
ALASKA:30-NOV-04
ARIZONA:23-FEB-05
ARKANSAS:29-MAR-05
CALIFORNIA:24-FEB-05
COLORADO:25-JUN-04
CONNECTICUT:28-FEB-05
DELAWARE:30-SEP-04
FLORIDA:28-DEC-04
GEORGIA:24-JAN-05
HAWAII:30-OCT-03
IDAHO:31-JAN-05
ILLINOIS:25-FEB-05
INDIANA:24-MAR-05
IOWA:03-JAN-05
KANSAS:25-FEB-05
KENTUCKY:21-JAN-05
LOUISIANA:28-FEB-05
MAINE:22-FEB-05
MARYLAND:28-FEB-05
MASSACHUSETTS:28-FEB-05
MICHIGAN:31-DEC-04
MINNESOTA:25-FEB-05
MISSISSIPPI:22-FEB-05
MISSOURI:28-JAN-05

MONTANA:29-DEC-04
NEBRASKA:23-MAR-05
NEVADA:27-JAN-05
NEW HAMPSHIRE:07-JUL-04
NEW JERSEY:23-FEB-05
NEW MEXICO:28-FEB-05
NEW YORK:18-JAN-05
NORTH CAROLINA:25-FEB-05
NORTH DAKOTA:29-DEC-04
OHIO:29-DEC-04
OKLAHOMA:19-APR-04
OREGON:31-JAN-05
PENNSYLVANIA:28-FEB-03
RHODE ISLAND:31-JAN-05
SOUTH CAROLINA:22-OCT-04
SOUTH DAKOTA:31-MAR-05
TENNESSEE:31-MAR-05
TEXAS:29-OCT-04
UTAH:25-FEB-05
VERMONT:08-FEB-05
VIRGINIA:30-DEC-04
WASHINGTON:03-JAN-05
WEST VIRGINIA:30-DEC-04
WISCONSIN:30-MAR-05
WYOMING:24-DEC-03
PUERTO RICO:31-OCT-03
AMER.SAMOA:29-MAR-05

International Register

Date Last Updated: May 07, 2005

Gazette of International Marks no. 11/2005, dated April 21, 2005
Unpublished Applications made available by the WIPO as of May 3, 2005

Save To Inbox

Copyright 2005 Thomson & Thomson
Viewed: Mon May 9 2005, 19:46 GMT

Print Page