

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ICONIX VIDEO, INC.		09/20/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	AGILITY CAPITAL, LLC		
<b>Street Address:</b>	226 E. Canon Perdido		
<b>Internal Address:</b>	Suite F		
<b>City:</b>	Santa Barbara		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	93101		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78658224	ICONIX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(858)550-6420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	858-550-6403		
<b>Email:</b>	erin.obrien@cooley.com		
<b>Correspondent Name:</b>	Erin O'Brien		
<b>Address Line 1:</b>	4401 Eastgate Mall		
<b>Address Line 4:</b>	San Diego, CALIFORNIA 92121		
<b>ATTORNEY DOCKET NUMBER:</b>	305948-118 ICONIX VIDEO		
<b>NAME OF SUBMITTER:</b>	Erin O'Brien		
<b>Signature:</b>	/Erin O'Brien/		
<b>Date:</b>	09/20/2006		

CH 78658224 \$40.00

Total Attachments: 4

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007/10/2006 10:47 FAX 000000012  
ICONIX VIDEO INC  
011  
**iconix**

**Iconix Video, inc.** 800.783.1080  
7402 Hollister Avenue FAX 805.884.0012  
Goleta, CA 93117 www.iconixvideo.com

**INTELLECTUAL PROPERTY SECURITY AGREEMENT**

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of September 29, 2006 by and between AGILITY CAPITAL, LLC ("Lender") and ICONIX VIDEO, INC. a Delaware corporation ("Grantor").

**RECITALS**

Lender 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 Agreement by and between Lender and Grantor (as amended from time to time, the "Loan Agreement") dated of even date herewith. Capitalized terms used herein have the meaning assigned in the Loan Agreement. Lender is willing to make the credit extensions to Grantor, but only upon the condition, among others, that Grantor shall grant to Lender a security interest in all of Grantor's right title, and interest in, to and under all of the Collateral whether presently existing or hereafter acquired

NOW, THEREFORE, Grantor agrees as follows:

**AGREEMENT**

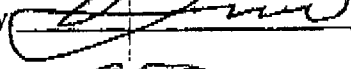
To secure performance of Grantor's obligations under the Loan Agreement, Grantor grants to Lender a security interest in all of Grantor's right, title and interest in Grantor's intellectual property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), 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). This security interest is granted in conjunction with the security interest granted to Lender under the Loan Agreement. Each right, power and remedy of Lender provided for herein shall not preclude the simultaneous or later exercise by Lender of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed as of the first date written above.

Address of Borrower:

7402 Hollister Avenue  
Santa Barbara, CA 93117  
Attn: Dan McGuire

ICONIX VIDEO, INC.

By:   
Title: CEO

Address of Lender:

226 E. Canon Perdido Street, Suite F  
Santa Barbara, CA 93101

AGILITY CAPITAL, LLC

By:   
Title: Chief Credit Officer

**EXHIBIT A**

**Copyrights**

<b>Description</b>	<b>Registration Number</b>	<b>Registration Date</b>
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**EXHIBIT B**

**Patents**

<b>Description</b>	<b>Application Number</b>	<b>Application Date</b>
High frame rate definition imaging system and method	10/793,562	03/04/04

**EXHIBIT C**

**Trademarks**

<b>Description</b>	<b>Registration/ Serial Number</b>	<b>Registration/ Application Date</b>
ICONIX	78/658,224	06/24/05