

07-31-2002

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J.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.

<p>1. Name of conveying party(ies): EYEWIRE, INC. <i>7-26-02</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies) Name: BANK OF AMERICA, N.A. Internal Address: WA1-501-37-20 Street Address: 800 Fifth Avenue, Floor 37 City: Seattle State: WA Zip: 98104</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input checked="" type="checkbox"/> Association National Banking <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: JULY 19, 2002</p>			
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s)</p>		<p>B. Trademark Registration No.(s) 2436350</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: JANE ECKELS Internal Address: C/O DAVIS WRIGHT TREMAINE LLP Street Address: 1501 FOURTH AVENUE, SUITE 2600 City: SEATTLE State: WA Zip: 98101</p>		<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$ 40.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 040258 (Attach duplicate copy of this page if paying by deposit account)</p>	
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<p>9. Statement and signature. <i>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.</i></p> <p>Jane Eckels Name of Person Signing</p>		<p><i>Jane Eckels</i> Signature</p> <p>July 26, 2002 Date</p> <p>Total number of pages including cover sheet, attachments, and document: 3</p>	

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Mail documents to be recorded with required cover sheet information to:
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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of July 19, 2002 (as amended, restated, modified, renewed, supplemented or extended from time to time, the "Security Agreement") by and among EyeWire, Inc. (the "Debtor"), certain other debtors referenced therein and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Debtor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark App. or Reg. No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
2,436,350	EYEWIRE	3/20/01

The Debtor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

EYEWIRE, INC.

By: 

Name: Steve Cristallo

Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as
Administrative Agent

By: 

Name: Ken Puro

Title: Vice President