



06-04-2003



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RECO TR

DEPARTMENT OF COMMERCE I.S. 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): 5-30-03
Presence In Media, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Limited Liability Company, Delaware

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: PVI Virtual Media Services, LLC
 Internal
 Address: c/o Presencia en Medios, S.A. de. C.V.
 Street Address: Paseo de las Palmas, 735
 City: Desp. 206 1100 Mexico DF Mexico

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company, Delaware

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 _____

Execution Date: 05/20/2003

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
2538443, 2498563

Additional number(s) attached Yes No

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

Name: Steven D. Dreyer, Esq.
Arent Fox Kintner Plotkin & Kahn
 Internal Address: PLIC

Street Address: 1675 Broadway, 25th Floor

City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
01-2300

(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.

for Pamela Haughton-Denniston [Signature] May 30, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 14

06/04/2003 6TON11 00000021 2538443

01 FC:0521 40.00 OP
 02 FC:0522 25.00 OP

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

TRADEMARK
 REEL: 002744 FRAME: 0859

ASSIGNMENT OF SECURITY INTEREST


WHEREAS, Presence in Media, LLC (ASSIGNOR), a Delaware LLC has rights in certain collateral owned by Princeton Video Image, Inc., a Delaware corporation through a Note Purchase and Security Agreement dated February 18, 2003, as amended on March 20, 2003 and April 4, 2003.

AND, WHEREAS, PVI Virtual Media Services, LLC, (ASSIGNEE), a Delaware LLC, is desirous of acquiring an interest therein.

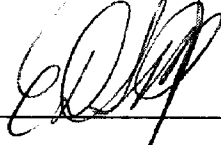
NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the above said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors, assigns and legal representatives, all rights in Collateral set forth in the Note Purchase and Security Agreement dated February 18, 2003 as amended on March 20, 2003 and April 4, 2003. The Collateral is described in Schedule A attached hereto. Schedule C attached hereto includes, but is not limited to, Patents, Patent Applications and Trademarks included in Schedule A.

Presence in Media, LLC

By: Presencia en Medios, S.A. de C.V.,
its sole member

By: 
Title: Director General
Date: May 21, 2003

PVI Virtual Media Services, LLC

By: 
Title: _____
Date: May 21, 2003

SCHEDULE A

Description of Collateral

All of the assets, rights and property of the Seller, whether real or personal, tangible or intangible, wherever located, now existing or hereafter acquired, including, without limitation, all of the Seller's right, title, and interest in, to, and under the following, except to the extent that the Seller is subject to any restriction on the transfer, sale, assignment, pledge or hypothecation of such assets, rights and property (any such restriction being referred to as a "*Transfer Restriction*"):

(a) all accounts receivable of the Seller, all prepaid expenses (to the extent transferable to the Purchasers), vendor credits and credit balances and deposits, price adjustments or rights with respect thereto, rebates, and deposits with manufacturers and others;

(b) all monies, reserves, deposits, certificates of deposit and deposit accounts and interest or dividends thereon, securities, investment accounts, cash, cash equivalents, and equity interests in partnerships, limited partnerships, limited liability companies or other entities, and other property now or at any time under the control of the Seller, it being understood that the Seller's interest in, respectively, Princeton Video Image Europe, N.V., Revolution Company, LLC, and Princeton Video Image Israel, Ltd. are subject to Transfer Restrictions;

(c) all real property and leasehold interests in real property, together with all improvements and fixtures thereon and interests therein, any prepaid rent, security deposits and options to renew or purchase thereunder;

(d) all inventory, equipment, machinery, tools, computer systems (including all hardware and software), furniture, trade fixtures, personalty, vehicles, and other personal property, whether owned, leased or otherwise held by the Seller, and all rights of the Seller under or pursuant to all warranties, representations and guaranties made by suppliers, manufacturers and contractors in connection with the products sold to or services provided to the Seller, or affecting the property heretofore described;

(e) all office and other supplies, tools, spare parts, advertising, and promotional materials;

(f) all common law and registered trademarks or copyrights and all license agreements relating thereto and unregistered trademarks or copyrights, logos, service marks, trade dress, trade names and copyrightable words, including without limitation, the name "Princeton Video Image," and all applications, registrations, certificates, Section 8 affidavits (stating that a mark has been in continual use), renewals, investigations, search reports, histories and other documents or files pertaining thereto;

(g) all patents and patent applications, as well as all reissues, divisions, continuations and continuation-in-part applications and any other patents issuing thereon, and all license

agreements and other agreements which relate to inventions and discoveries and any patent applications and patents thereon, as well as improvements therein which are owned, licensed, used or held for use by or on behalf of the Seller;

(h) all technical information and know-how, confidential and non-confidential, which is used or held for use by or on behalf of the Seller, including, without limitation, all inventions, processes, formulae and all discoveries, improvements, trade secrets and confidential data, whether or not patented or patentable and whether or not copyrighted or copyrightable, computer software (including, without limitation, source codes and object codes), software licenses, patterns, plans, designs, research data, trade secrets and other proprietary know-how, formulae and manufacturing, sales, service or other processes, operating manuals, drawings, technology, equipment and parts lists (with related descriptions and instructions), manuals, data, records, procedures, product packaging instructions, product specifications, analytical methods, sources and specifications for raw materials, toxicity and general health and safety information, environmental compliance and regulatory information, research and development records and reports and other documents relating to the foregoing and all licenses, approvals, authorizations or other rights to use intellectual property rights of others;

(i) all of the Seller's rights in and under the agreements to which the Seller is a party, mortgages, instruments, leases for personal property, customer contracts, insurance policies, marketing agreements, joint venture, partnership or similar agreements, and other agreements;

(j) all transferable licenses, permits, filings and other governmental authorizations;

(k) all manufacturer's, supplier's, contractor's and seller's warranties made to the Seller, or affecting the property, machinery or equipment used by the Seller, and all rights of a successor employer for employment tax and unemployment insurance purposes under applicable law (should the Purchasers choose to avail themselves thereof);

(l) blueprints, instruction manuals, maintenance manuals, reports and similar documents;

(m) all right, title and interest of the Seller in and to all Business Information (as defined below) and related books and records used by the Seller in the operation of its business, including, but not limited to, files, computer data, computer discs and tapes, invoices, credit and sales records, personnel records (subject to applicable law), payroll, current and former customer lists (including customer contracts and agreements), current and former supplier lists (including supplier cost information), manuals, drawings, business plans and other plans and specifications, sales literature, current price lists and discounts, promotional signs and literature, marketing and sales programs, manufacturing and quality control records and procedures and any other files and records relating to the Seller's business, whether or not held by the Seller or a third party (collectively, the "Business Information"); provided, however, that the Seller shall have the right to complete access to, and the right to copy the Business Information for any reasonable purpose, including, without limitation, the right to access and copy (i) all business records relating to tax returns or which are reasonably necessary to substantiate all entries on such tax returns or otherwise reasonably necessary in connection with any audit or other examination of such

returns; (ii) all business records which are reasonably required by the Seller to defend against any liabilities, claims or assessments for which the Seller is or may be legally responsible, or for which the Seller is required to indemnify the Purchasers or the Collateral Agent; and (iii) any other records for which the Seller can demonstrate a legitimate need; and

(n) all goodwill of the Seller arising out of or associated with its business.

SCHEDULE C

U.S. Patents.

Patent No. 5,264,933, which relates to basic pattern recognition video insertion technology, was issued on November 23, 1993, will expire on January 28, 2012 and was assigned to the Seller on January 22, 1992.

Patent No. 5,543,856, which relates to the use of remote insertion of images that might be useful in a narrow casting application, was issued on August 6, 1996, will expire on October 27, 2013 and was assigned to the Seller on October 22, 1993.

Patent No. 5,627,915, which relates to a pattern recognition system using templates, was issued on May 6, 1997, will expire on January 31, 2015, and was assigned to the Seller on January 30, 1995.

Patent No. 5,808,695, which relates to a method of tracking scene motion for live video insertion systems, was issued on September 15, 1998 and will expire on December 29, 2015 and was assigned to the Seller on December 27, 1995.

Patent No. 5,892,554, which relates to inserting live and moving objects into scenes, was issued to the Seller on April 6, 1999, will expire on November 28, 2015, and was assigned to the Seller on March 31, 1998.

Patent No. 5,953,076, which relates to techniques for occlusion processing, was issued on September 14, 1999 and will expire on June 12, 2016.

Patent No. 6,100,925, which relates to techniques for combining camera sensors with image processing, was issued on August 8, 2000, and will expire on November 25, 2017.

Patent No. 6,184,937, which relates to audio enhancement of the inserts, was issued on February 20, 2001 and will expire on March 14, 2017.

U.S. Trademarks.

L-VIS ®, C-TRAK ®, i-Point ™

Foreign Patents and Trademarks

Australia Patent No. 687,086

Spain Patent Nos. 0746942, 0792068, 595808

France Patent Nos. 0746942, 0796541, 0792068

UK Patent Nos. 0746942, 0792068, 595808

Italy Patent No. 0746942, 0792068, 0796541, 595808, 3166173

Japan Patent Nos. 3058691, 3155173

Luxemburg Patent No. 0746942

Mexico Patent Nos. 188,649, 183,569, 194066, 196502

Netherlands Patent No. 0746942, 0792068, 595808, 0796541

New Zealand Patent No. 271237

Peru Patent No. 858

Russia Patent No. 2144279

Australia Patent No. 698648

Europe Patent Nos. 0792068, 0796541, 595808

Greece Patent Nos. 3032500, 3031285, 3030996, 0792068

Sweden Patent Nos. 792,063, 596,541, 595,808, 0792068, 595808

Argentina Patent Nos. AR 252895 V1, AR 002497 B1, AR 002498

Singapore Prwnr Nos. 50,533, 40,825

Belgium Patent Nos. 0792068, 595808

Germany Patent No. 69421554.6-08, 595808, 69602515.9-08

Licensed Rights to the Seller

License granted pursuant to the Research Agreement between the Seller and David Sarnoff Research Center, Inc. dated November 4, 1990, as amended, subject to the exception set forth in Section 4.7(e) hereof.

License granted pursuant to the License Agreement between the Seller and Theseus Research, Inc. dated December 18, 1995.

Licenses granted pursuant to the Cross-License Agreement among the Seller, Sportvision, Inc. and the others named therein dated as of July 29, 2002.

Applications.

Chile Applications No. 153-96

EU Application No. 96905244.8

Venezuela Application No. SN 145-96

Brazil Application No. SN P19405641-2

Canada Application No. 2,175,038

Chile Application No. 1575-94

China Application No. 941 93937.5

Germany Application No. 69409407.2-08

EU EPO Application No. 94924588.0, priority date of 10/27/93, grant issued 2/19/98; validated in 10 European countries.

Korea Application No. SN 96-702,186

Singapore Application No. 9604188-4

Belgium Validation of 3780.107.1, unknown status

Germany Application No. 6942155472

Spain validation application of 3780-107.1, Patent No. 0792068

France validation application of 3780-107.1, Patent No. 0792068

Italy Application No. 19816BE/2000

Netherlands validation application of 3780-107.1EP, Patent No. 0792068

Chile Application No. 1224-93

Germany validation of EP 3780-109, EPO Application No. 9191562.8

Spain validation of EP 3780-109, EPO Application No. 9191562.8

France validation of EP 3780-109, EPO Application No. 9191562.8

UK validation of EP 3780-109, EPO Application No. 9191562.8

Italy validation of EP 3780-109, EPO Application No. 9191562.8

Netherlands Certification of Domicile on EP 3780-109, EPO Application No. 9191562.8

Singapore Application "Television Displays Having Selected Inserted Displays",
coincides with EP 3780-109, EPO Application No. 9191562.8

Argentina Application based on U.S. Patent 5,892,554

Brazil Application No. 9609169

Chile SN 1067-96, 1068-96

EU EPO Application No. 96921559.9

Japan Application based on U.S. Patent 5,892,554

Peru SN 00457.96

Brazil Application No. 9608944.

Germany validation of EPO Application No. 96921560.7 (Patent No. 0796541)

Spain validation of EPO Application No. 96921560.7 (Patent No. 0796541)

France validation of EPO Application No. 96921560.7 (Patent No. 0796541)

UK validation of EPO Application No. 96921560.7 (Patent No. 0796541)

Italy validation of EPO Application No. 25686BE/99

Japan Application No. 9-503299

Netherlands validation of EPO Application No. 96921560.7 (Patent No. 0796541)

Brazil application based on U.S. Application No. PCT/US97/04083

EU EPO Application No. 97915980.3

Japan Application No. 09-538866, laid open as No. 2000-509236

Mexico Application No. 988,955

Brazil Application No. 9714971-3

EU EPO Application No. 97949613.0

Japan Application No. 10-524822

Mexico Application No. 99-4772

U.S. Application No. 09/308,949, Motion Tracking Using Image-Texture Templates

EU Application No. PCT/US97/21608, Motion Tracking Using Image-Texture Templates

U.S. Application No. 09/331,332, Set Top Device Enhanced for Targeted Electronic
Insertion Into Video

Brazil Application No. 9714970-5

China Application No. 97180124.X

EU EPO Application No. 97948522.4

Japan Application No. 10-524821

Mexico Application No. 99-4800

Brazil Application No. SN 9714949-7

EU EPO Application No. 97952519.3

Japan Application No. 10-528931

Mexico Application No. 99-5800.

EU Application No. PCT/US99/01399, Event Linked Insertion of Indicia Into Video

Argentina Application No. P99 01 03639

Brazil Application No. P19907194-0

Chile Application No.1999-1844

EU filed

Mexico SN 7169

Japan filed by Mikio Hatta

U.S. Patent Application No. 09/600,768

U.S. Provisional Application No. 60/115,666

U.S. Provisional Application No. 60/129,812, Method and Apparatus to Overlay Comparative Time Determined Positional Data in a Video Display (inactive provisional)

U.S. Application No. 09/551,824, Method and Apparatus to Overlay Comparative Time Determined Positional Data in a Video Display

EU PCT/US00/10012, Method and Apparatus to Overlay Comparative Time Determined Positional Data in a Video Display (European counterpart)

U.S. Application No. 09/734,710 (from Provisional 60/170,394) 2-D/3-D Recognition/Tracking Algorithm for Soccer Application

EU PCT/US00/33672, 2-D/3-D Recognition/Tracking Algorithm for Soccer Application (European counterpart)

U.S. Provisional Application 60/170,398, System and Method of Real Time Insertion Into Video With Occlusion on Area Containing Multiple Colors (inactive provisional)

U.S. Application No. 09/734,709, System and Method of Real Time Insertion Into Video With Occlusion on Area Containing Multiple Colors (from provisional SN 60/170,398)

U.S. Application No. 09/230,099, Image Insertion In Video Streams Using a Combination of Physical Sensors and Pattern Recognition

EU Application No. PCT/US97/21607, Image Insertion In Video Streams Using a Combination of Physical Sensors and Pattern Recognition

EU Application No. PCT/US97/04083, Audio Enhanced Electronic Insertion of Indicia Into Video

EU Application No. PCT/US96/10166, System and Method of Real Time Insertions Into Video Using Adaptive Occlusion With a Synthetic Reference Image

EU Application No. PCT/US96/10163, System and Method for Inserting Static and Dynamic images Into a Live Video Broadcast

EU Application No. PCT/US96/10164, Method for Tracking Scene Motion for Live Video Insertion Systems

EU Application No. PCT/US96/01125, Live Video Insertion System Including Template Matching

EU Application No. PCT/US94/08863, Downstream Control of Electronic Billboard

EU Application No. PCT/US91/05174, Television Displays Having Selected Inserted
Indicia

EPO Application No. 00922186.2, Method To Overlay Comparative Time Determined
Positional Data in a Video Stream

U.S. Provisional Application No. 10/115,136, A System for Implanting an Image into a
Video Stream

EPO Application No. 00922186.2, A System for Implanting an Image into a Video
Stream

Korea Application No. 95-702186

U.S. Provisional Application No. 60/000279, Inserting Static and Dynamic Images into
Live Video

EPO Application No. 96911559.9, Inserting Static and Dynamic Images into Live Video

Japan Application No. 9-503297

U.S. Provisional Application No. 60/031883, Camera Tracking

U.S. Provisional Application No. 60/038143, Image Insertion

U.S. Provisional, Application No. 60/034517, Set Top Device

EPO Application No. 99905457.1-2202, Event Linked Insertion

Japan Application No. 2000-529081, Event Linked Insertion

U.S. Provisional Application No. 60/072354, Event Linked Insertion

U.S. Application No. 09/482,440

Brazil Application No. 9610777, Method of Tracking

Japan Application No. 9-50398, Method of Tracking

Mexico Application No. 9710192, Method of Tracking

Brazil Application No. PI9709751-9, Enhanced Audio

Subsidiaries' Intellectual Property

Princeton Video Image Israel, Ltd., acquired the following patents from SciDel Technologies, Ltd. ("SciDel"), in February 2002.

U.S Patents

Patent No. 5,491,517, which relates to recognizing a known pattern on the field, was issued on February 13, 1996 and the rights to which were

Patent No. 5,731,846 is a continuation of 5,491,517 above which relates to recognizing a known pattern on the field, was issued on March 24, 1998 and the rights to which were acquired by Princeton Video Image Israel, Ltd. from SciDel in February 2002.

Foreign Patents

Australia Patent No. 692,529

Bulgaria Patent No. 61,114

Czech Republic No. 286,248

Israel Patent Nos. 108,957, 103,002, 115,288

India Patent No. 1,834,210

Korea Patent No. 260,786

Latvia Patent No. 11,716

New Zealand Patent No. 282,275

Poland Patent No. 176,135

Taiwan Patent No. NI 105,845

Vietnam Patent No. 923

South Africa Patent No. 95/1403

Mexico Patent No. 195500

Singapore Patent No. 34,536

Hungary Patent No. 22049

EPO Patent No. 0750819

Applications

Japan Application No. 7-524038

Philippines Application No. 50053

Australia Application Nos. 10511/99

EPO Application No. 98952997.9

Hong Kong Application No. 00102275.2

Israel Application No. 122194

U.S. Application No. 09/351,329

Canada Application No. 2,179,031

Norway Application No. P963811