

**Chromatic Research, Inc.
Patents**

Patent No. (s):

5,712,799

5,625,784

5,586,070

5,623,434

5,477,543

5,664,154

5,719,802

5,665,928

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of April 9, 1998 by and between SILICON VALLEY BANK ("Bank") and CHROMATIC RESEARCH, INC. ("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 April 9, 1998 (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). 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, Patents, and Mask Works to secure the obligations of Grantor under the Loan Agreement.

B. 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, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement, 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, Trademarks and Mask Works listed on Schedules A, B, C, and D 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.

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.

IN WITNESS WHEREOF, the parties have cause this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

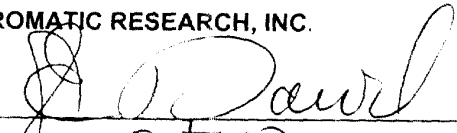
Address of Grantor:

615 Tasman Drive
Sunnyvale, CA 94089

Attn: _____

GRANTOR:

CHROMATIC RESEARCH, INC.

By: 
Title: CFO

Address of Bank:

3003 Tasman Drive
Santa Clara, CA 95054-1191

Attn: _____

BANK:

SILICON VALLEY BANK


By: 
Title: SVP

EXHIBIT A

Copyrights

Description

Registration/
Application
Number

Registration/
Application
Date

EXHIBIT B

Patents

Description

Registration/
Application
Number

Registration/
Application
Date

Skjerven, Morrill, MacPherson, Franklin & Friel

02/06/98
Page: 1

Total Granted Patents For Chromatic Research, Inc.

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Case Number: M-2880 Country: US Client Reference:
Patent Number: 5712799 Issue Date: 01/27/98
Title: Method And Structure For Performing Motion Estimation Using
Reduced Precision Pixel Intensity Values

Inventor(s):
Farmwald, P. Michael
Purcell, Stephen C.
Hung, Andy C.
Fogg, Chad E.

Case Number: M-2881 Country: US Client Reference:
Patent Number: 5625784 Issue Date: 04/29/97
Title: Variable Length Instructions Packed In A Fixed Length
Double Instruction

Inventor(s):
Purcell, Stephen C.

Case Number: M-2882 Country: US Client Reference:
Patent Number: 5586070 Issue Date: 12/17/96
Title: Structure And Method For Embedding Two Small Multipliers In
A Larger Multiplier

Inventor(s):
Purcell, Stephen C.

Case Number: M-2883 Country: US Client Reference:
Patent Number: 5623434 Issue Date: 04/22/97
Title: Structure And Method Of Using An Arithmetic And Logic Unit
For Carry Propagation Stage Of A Multiplier

Inventor(s):
Purcell, Stephen C.

Case Number: M-2884 Country: US Client Reference:
Patent Number: 5477543 Issue Date: 12/19/95
Title: Structure And Method For Shifting And Reordering A
Plurality Of Data Bytes

Inventor(s):
Purcell, Stephen C.

Case Number: M-3251 Country: US Client Reference:
Patent Number: 5664154 Issue Date: 09/02/97
Title: M/A For Optimizing Retry Time Upon Cache-Miss By Selecting
A Delay Time According To Whether The Addressed ...

Inventor(s):
Purcell, Stephen C.
Campbell, Paul W.

Skjerven, Morrill, MacPherson, Franklin & Friel

02/06/98
Page: 2

Total Granted Patents For Chromatic Research, Inc.

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Case Number: M-3596 Country: US Client Reference:
Patent Number: 5719802 Issue Date: 02/17/98
Title: Adder Circuit Incorporating Byte Boundaries

Inventor(s):
Purcell, Stephen C.
Thomson, John S.

Case Number: M-3634 Country: US Client Reference:
Patent Number: 5665928 Issue Date: 09/09/97
Title: Method And Apparatus For Spline Parameter Transitions In
Sound Synthesis

Inventor(s):
Wang, Avery L.

Total 8
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EXHIBIT C

Trademarks

Description

Registration/
Application
Number

Registration/
Application
Date

EXHIBIT D

Mask Works

Description

Registration/
Application
Number

Registration/
Application
Date