FORM PTO-1619A
Expires 06/30/99
OMB 0651-0027

01-09-2001

U.S. Department of Commerce Patent and Trademark Office PATENT

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### RECORDATION FORM COVER SHEET

TO: The Commissioner of Patents and Trademark	(s: Please record the attached original document(s) or copy(ies).			
Submission Type	Conveyance Type			
X New	Assignment X Security Agreement			
Resubmission (Non-Recordation) Document ID#	License Change of Name			
Correction of PTO Error Reel # Frame #	Merger Other  U.S. Government			
Corrective Document Reel # Frame #	(For Use ONLY by U.S. Government Agencies)  Departmental File  Secret File			
Conveying Party(ies)	Mark if additional names of conveying parties attached Execution Date			
Name (line 1) LIGHTPOINTE COMMUNICATION	S, INC. Month Day Year 12272000			
Name (line 2)				
Second Party	Execution Date Month Day Year			
Name (line 1)				
Name (line 2)	09482782			
Receiving Party  X Mark if additional names of receiving parties attached				
Name (line 1) GATX VENTURES, INC.	If document to be recorded is an assignment and the			
Name (line 2)	receiving party is not domiciled in the United States, an appointment			
Address (line 1) 3687 Mt. Diablo Blvd.	of a domestic representative is attached. (Designation must be a			
Address (line 2) Suite 200	Separate document from Assignment.)			
Address (line 3) Lafayette City	California 94549 State/Country Zip Code			
Domestic Representative Name and Address  Enter for the first Receiving Party only.				
Name				
Address (line 1)				
Address (line 2)				
Address (line 3)				
Address (line 4)				
09/2001 AAHHED1 00000048 09482782 FC:581 80.00 00	OR OFFICE USE ONLY			

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:

Commissioner of Patents and Trademarks, Box Assignments , Washington pact 20231

REEL: 011393 FRAME: 0322

FORM PTO Expires 06/30/99 OMB 0651-0027	-1619B	Page 2	U.S. Department of Commerce Patent and Trademark Office PATENT	
Corresponde	ent Name and Address	Area Code and Telephone Number	310-471-3000	
Name [	Levy, Small & Lallas	Attn: Sebastian Camua		
Address (line 1)	815 Moraga Drive			
Address (line 2)	Los Angeles, California	90049		
Address (line 3)				
Address (line 4)				
Pages	Enter the total number of pagincluding any attachments.	es of the attached conveyance docum	ent # 6	
	Number(s) or Patent Num		dditional numbers attached	
		tent Number (DO NOT ENTER BOTH numbers fo	* * **	
09/482782	ent Application Number(s) 09/065685	Patent	Number(s)	
	being filed together with a <u>new</u> Patent named executing inventor.	t Application, enter the date the patent application	n was Month Day Year	
Enter	eration Treaty (PCT)  PCT application number  if a U.S. Application Number	PCT PCT PCT	PCT	
-	ot been assigned.	PCIPCI	PCT	
Number of P	roperties Enter the tota	I number of properties involved. #	2	
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$				
Method of Payment: Enclosed Deposit Account Deposit Account				
(Enter for payment by deposit account or if additional fees can be charged to the account.)  Deposit Account Number: #				
10.00	Αι	thorization to charge additional fees:	Yes No	
Statement an	d 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. Charges to deposit account are authorized, as				
	d herein.	Shh -	01/07/04	
Sebastian Name	of Person Signing	Signature	01/04/01 <b>Date</b>	
1441116 (		orginatas e	Date	

PATENT REEL: 011393 FRAME: 0323 FORM PTO-1619C Expires 06/30/99 OMB 0651-0027

# RECORDATION FORM COVER SHEET CONTINUATION DATENTS ONLY

U.S. Department of Commerce Patent and Trademark Office PATENT

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Conveying Pa	mark it additional names of conveying parties attached	Execution Date			
Name (line 1)		Month Day Year			
Name (line 2)		Execution Date Month Day Year			
Name (line 1)					
Name (line 2)		Execution Date  Month Day Year			
Name (line 1)		Month Day Year			
Name (line 2)					
Receiving Pa		ies attached			
	Receiving Party(ies)	If document to be recorded			
Name (line 1)	SILICON VALLEY BANK	is an assignment and the receiving party is not			
Name (line 2)		domiciled in the United States, an appointment of a domestic representative			
Address (line 1)	3003 Tasman Drive	is attached. (Designation must be a separate			
Address (line 2)		document from Assignment.)			
Address (line 3)	Santa Clara California 95054 City State/Country Zip Co	de			
Name (line 1)		If document to be recorded is an assignment and the			
Name (line 2)		receiving party is not domiciled in the United States, an appointment of a			
Address (line 1)		domestic representative is attached. (Designation must			
Address (line 2)		be a separate document from Assignment.)			
Address (line 3)	City State/Country Zip (	Code			
Application Number(s) or Patent Number(s) Mark if additional numbers attached					
Enter either the	Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the s	ame property).			
Pa	tent Application Number(s) Patent Num	ber(s)			

PATENT

REEL: 011393 FRAME: 0324

## GRANT OF SECURITY INTEREST PATENTS

THIS GRANT OF SECURITY INTEREST, dated as of December <u>27</u>, 2000, by LIGHTPOINTE COMMUNICATIONS, INC., a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC. and SILICON VALLEY BANK (collectively referred to herein as the "Secured Parties").

- A. Pursuant to a Venture Loan and Security Agreement, dated as of December 21, 2000 (the "Agreement") between Debtor and the Secured Parties, the Secured Parties have agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein;
- B. Debtor owns the letters patent and/or applications for letters patent, of the United States, more particularly described on <u>Schedules 1-A and 1-B</u> annexed hereto as part hereof (collectively referred to herein as the "<u>Patents</u>");
- C. Pursuant to the Agreement, Debtor has granted to Secured Parties a security interest in all right, title and interest of Debtor in and to the Patents, together with any reissue, continuation, continuation-in-part or extension thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Patents (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Parties a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. Further, addresses for each party hereto for notice purposes shall be as are otherwise set forth in the Agreement.

PATENT REEL: 011393 FRAME: 0325 IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first written above.

LIGHTPOINTE COMMUNICATIONS, INC.

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#### SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

#### **PATENTS**

Patent	Registration Number	<b>Registration Date</b>
Hybrid Wireless Opticaland Radio	09/482,782	
Frequency Communication Link		
T	00/045 405	
Terrestrial Optical Communication	09/065,685	
Network of Intefrated Fiber and Free-Spce		
Links Which Requires No Electro-Optical		
Conversation Between Links		

#### SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

#### **PATENT APPLICATIONS**

RECORDED: 01/08/2001

Patent Application Application Number Application Date

PATENT REEL: 011393 FRAME: 0327