

01-29-2001

FORM PTO-159

1-31-92

To the Honorable Commissioner of



101596872

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

original documents or copy thereof.

1. Name of conveying party(ies):

C-CUBE MICROSYSTEMS INC.

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

3. Nature of Conveyance:

☐ Assignment☐ Merger☒ Security Agreement☐ Change of Name☐ Other:

Execution Date: June 13, 2000

2. Name and address of receiving party(ies):

Name: COMERICA BANK-CALIFORNIA

Address: 55 Almaden Boulevard

City: San Jose State: CA Zip: 95113

Additional name(s) & address(es) attached? ☐ Yes ☒ No

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

If this Document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

B. Patent No.(s)

See Attached

Additional numbers attached? ☒ Yes ☐ No

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

Name: Evelyn G. Santiago

Internal Address: GRAY CARY WARE & FREIDENRICH

400 Hamilton Avenue

Palo Alto, CA 94301

6. Total number of applications and patents involved: 56

7. Total fee (37 CFR 3.41) \$ 2,240.00

☒ Enclosed

8. Deposit account number: _____

Please debit any underpayment or credit any overpayment to the above deposit account.

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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.

Evelyn G. Santiago

Name of Person Signing

Signature

January 11, 2001

Date

Total number of pages comprising cover sheet: [11]

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1030967-900801PATENT
REEL: 011436 FRAME: 0290

Patents

<u>Description</u>	<u>Patent/Application Number</u>	<u>Issue/Application Date</u>
Out of order instruction processing using dual memory banks	6,044,206	03/28/00
Statistical multiplexed video encoding using pre-encoding a priori statistics and a priori and a posteriori statistics	6,038,256	03/14/00
Multiple resolution video compression	6,005,621	12/21/99
Video synchronization	5,973,758	10/26/99
Vocal pitch corrector	5,966,687	10/12/99
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Current steering circuit for a digital-to-analog converter	5,909,187	06/01/99
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Method and circuit for fetching a 2-D reference picture area from an external memory	5,900,865	05/04/99
Windowing method for decoding of mpeg audio data	5,890,124	03/30/99
Processing system with memory arbitrating between memory access requests in a set top box	5,889,949	03/30/99
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Scanning scheme for images stored in dynamic random access memory	5,883,679	03/16/99
Field frame macroblock encoding decision	5,878,166	03/02/99
Scene change detection using quantization scale factor rate control	5,872,598	02/16/99
Decoder for compressed video signals	5,870,497	02/09/99
Static random access memory with improved write recovery procedure	5,867,437	02/02/99

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1030967-928000

<u>Description</u>	<u>Patent/Application Number</u>	<u>Issue/Application Date</u>
Method for decoding mpeg audio data	5,864,817	01/26/99
Statistical multiplexing system which encodes a sequence of video images using a plurality of video encoders	5,854,658	12/29/98
Method for performing rate control in a video encoder which provides a bit budget for each frame while employing virtual buffers and virtual buffer verifiers	5,847,761	12/08/98
Method and apparatus for inverse telecine process by correlating vectors of pixel differences	5,821,991	10/13/98
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Video encoding with multi-stage projection motion estimation	5,801,778	09/01/98
Fade detection	5,771,316	06/23/98
Error handling process for mpeg decoder	5,768,292	06/16/98
Method of encoding video using master and slave encoders wherein bit budgets for frames to be encoded are based on encoded frames	5,764,293	06/09/98
three stage hierarchal motion vector determination	5,761,398	06/02/98
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2-dimensional memory allowing access both as rows of data words and columns of data words	5,740,340	04/14/98
Method for performing rate control in a video encoder which provides a bit budget for each frame while employing virtual buffers and virtual buffer verifiers	5,686,963	11/11/97
Video encoder which uses intra-coding when an activity level of a current macro-block is smaller than a threshold level	5,682,204	10/28/97
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Method and system for providing an interlaced image on an display	5,633,687	05/27/97
Adaptic threshold filter and method thereof	5,630,033	05/13/97
Method and apparatus for mapping data of a 2-dimensional space from a linearly addressed memory system	5,608,888	03/04/97

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Structure and method for a multistandard video encoder/decoder	5,598,514	01/28/97
Mpeg video decompression processor	5,598,483	01/28/97
Structure and method for a multistandard video encoder including an addressing scheme supporting two banks of memory	5,596,376	01/21/97
System for providing antialiased video overlays	5,568,167	10/22/96
Structure and method for packing and unpacking a stream of n-bit data to and from a stream of n-bit data words	5,423,010	06/06/95
Decompression processor for video applications	5,379,356	01/03/95
System for compression and decompression of video data using discrete cosine transform and coding techniques	5,341,318	08/23/94
Structure and method for an asynchronous communication protocol between master and slave processors	5,309,567	05/03/94
System for compression and decompression of video data using discrete cosine transform and coding techniques	5,270,832	12/14/93
System for compression and decompression of video data using discrete cosine transform and coding techniques	5,253,078	10/12/93
System for compression and decompression of video data using discrete cosine transform and coding techniques	5,196,946	03/23/93
System for compression and decompression of video data using discrete cosine transform and coding techniques	5,191,548	03/02/93
MOS Array multiplier cell	5,151,875	009/29/92

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of June 13, 2000 by and between COMERICA BANK-CALIFORNIA ("Bank") and C-CUBE MICROSYSTEMS INC., a Delaware corporation ("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 of even date herewith (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 and Patents 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 and under all other agreements now existing or hereafter arising between Grantor and Bank, 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 and Trademarks listed on Schedules A, B and C 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:

1778 McCarthy Blvd.
Milpitas, CA 95035

Attn: Howard Bailey

GRANTOR:

C-CUBE MICROSYSTEMS INC.

By: 

Title: CFO

BANK:

COMERICA BANK-CALIFORNIA

Address of Bank:

55 Almaden Boulevard, 2nd Floor
San Jose, CA 95113

Attn: Alan Jepsen

By: 

Title: Sr Vice President & Assistant Mgr

EXHIBIT A

Copyrights

<u>Description</u>	Registration/ Application <u>Number</u>	Registration/ Application <u>Date</u>
CL550A	MW6840	04/02/91

EXHIBIT B

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EXHIBIT C

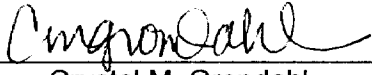
Trademarks

<u>Description</u>	<u>Registration/Serial Number</u>	<u>Registration/ Application Date</u>
DVXpert	75/615,931	01/05/99
Realsonic	75/611,129	12/23/98
Avia @ TV and design	75/590,075	11/17/98
DVXplore	75/574,518	10/22/98
Jaki	2,328,466	03/14/00
Pig	2,304,651	12/28/99
DVX	75/354,446	09/10/97
DVXpress	2,317,037	02/08/00
Perfectview	75/337,663	08/08/97
C and design	2,269,605	08/10/99
Widesound	2,269,503	08/10/99
Ziva	2,177,539	07/28/98
Design only	2,241,848	04/27/99
Flare	2,309,571	01/18/00
Clearview	2,226,591	02/23/99
Flexview	2,229,446	03/02/99
DMX	2,304,488	12/28/99
Avia	75/198,039	11/14/96
Design only	2,054,995	04/22/97
C-Cube	1,811,944	12/21/93
CL450	1,759,695	03/23/93
C-cube CL550	1,656,061	09/10/91

CERTIFICATE OF FIRST CLASS MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service via Express Mail on: January 11, 2001
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By:



Crystal M. Grondahl

Gray Cary\PA\10111915.1
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