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To the Honorable Commissioner of Patents and Trademarks 1 original documents or copy thereof.

1. Name of conveying party(ies):
POINTSOURCE TECHNOLOGIES, LLC, (a Delaware Limited Liability Company)

Additional names(s) of conveying party(ies) Yes No

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

Name: RSM Ventures, LLC

Internal Address: (a California Limited Liability Company)

Street Address: 514 Via de la Valle, Suite 209

City: Solana Beach State: CA ZIP: 92075

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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: January 20, 2003

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

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

A. Patent Application No.(s)

09/922,497 10/058,637
09/988,482 10/272,869
10/015,428
10/062,247

Additional numbers attached? Yes No

B. Patent No.(s)

FINANCE SECTION
JAN 27 PM 2:36

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

Name: Leon D. Rosen, Esq.

Internal Address: FREILICH, HORNBAKER & ROSEN

Street Address: 10960 Wilshire Boulevard, Suite 1220

City: Los Angeles State: CA ZIP: 90024

6. Total number of applications and patents involved: **6**

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

Enclosed - Any excess or insufficiency should be credited or debited to deposit account

Authorized to be charged to deposit account

8. Deposit account number: 06-1985

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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.

Leon D. Rosen, Esq., Reg. No. 21,077 [Signature] January 21, 2003

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **4**

PATENT SECURITY AGREEMENT

THIS PATENT SECURITY AGREEMENT ("Agreement") is made and entered into effective January 8, 2003 by PointSource Technologies, LLC, a Delaware Limited Liability Company ("PointSource"), in favor of RSM Ventures, LLC, a California Limited Liability Company ("RSM") with reference to the following recitals.

WHEREAS, PointSource owns the patents listed on Schedule 1 annexed hereto; and

WHEREAS, RSM, Gilbert Granito and Gregory Quist are parties to that certain Memorandum of Understanding dated November 12, 2002 ("MOU"), which MOU was approved by the Board of Managers of PointSource. The MOU provides for the advance of funds to PointSource by RSM and the issuance by PointSource to RSM of a Secured Promissory Note dated September 12, 2002 ("Note"); and

WHEREAS, pursuant to the terms of the Note, PointSource has granted RSM a security interest in substantially all of the assets of PointSource including without limitation, all intellectual property such as patents, trademarks and copyrights that it owns or licenses.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, PointSource does hereby agree with RSM as follows:

1. PointSource hereby assigns and grants to RSM a continuing security interest in all PointSource's right, title and interest in, to and under the following (all of the following items or types or property being herein collectively referred to as the "Intellectual Property Collateral"), whether presently existing or hereafter created or acquired:

(1) Each patent and patent application, including, without limitation, each patent application referred to in Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof;

(2) Each patent license;

(3) All products and proceeds of the foregoing, including, without limitation, any claim by PointSource against third parties for past, present or future infringement of any patent, including, without limitation, any patent referred to in Schedule 1 annexed hereto; and

(4) All other present and future intangible assets of PointSource, including but not limited to any and all intellectual property owned or licensed by PointSource, regardless of whether such intellectual property is in the form of a patent, trade secret, know-how, process, service, copyright, trademark, or other form of intangible asset.

2. This security interest is granted in conjunction with the security interests granted to RSM pursuant to the Note. PointSource hereby acknowledges and affirms that

SCHEDULE 1**UTILITY
POINTSOURCE PATENT APPLICATIONS**

<u>Serial No.</u>	<u>Filed</u>	<u>Docket</u>	<u>Title</u>
1. 09/922,497	08/03/01	01/171	"Identification Of Particles In Fluid"
2. 09/988,482	11/19/01	01/158	"Identification Of Particles In Fluid"
4. 10/015428	12/12/01	01/148	"Particle Detection Beam"
5. 10/062,247	01/31/02	01/163	"Plano Convex Fluid Carrier For Scattering Correction" (Fluid Carrier For Scatter Detection)
6. 10/058,637	01/29/02	01/170	"Flow Through Light Scattering Device"
13. 10/272,869	10/18/02	02/122	"Holographic Spherical Lenses"
PROVISIONAL			
3. 60/332,848	11/05/01	01/172	"Floating Point Analog To Digital Converter (ADC)"
7. 60/373221	04/16/02	01/176	"Fluid Organism Sampling By Independent Detection Stations" or "High Detection Rate Particle Detection"
8. 60/339,742	12/13/01	01/183	"Enhanced Optics By Non-Causal Signal Processing"
9. 60/340,132	12/14/01	01/184	"Unsupervised Learning: Detect New Class In Field"
10. 60/395091	07/10/02	01/187	"Interchangeable Electro-optical Components" or "Photodetector Precision Mounting"
11. 60/366703	03/21/02	01/189	"Optical Sensor Module Tester"
12. 60/366700	03/21/02	02/114	"Particulate Info To Field Units"
14. 60/372685	04/12/02	02/123	"Recognition Space Calibration With Standards"
15. 60/372704	04/12/02	02/124	"Automatic Adaption Of Background Signature"
16. 60/372691	04/12/02	02/125	"Secure Computer Code"
17. 60/378,811	05/07/02	02/126	"Disposable Lightscan Card"
18. 60/405448	08/22/02	02/156	"Solubilizer/Dispersant For Insoluble Organics That Is Harmless For Bacteria"
19. 60/375379	04/24/02	02/210	"Multi Angle Light Scattering By Scanning Lasers"
20. 60/431,503	12/06/02	02/177	"Less Reflections In Light Scatter Detection"
21. ---	---	---	("Close Range Optical Telescope Used For Light Scattering Detection")
