

PATENT ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT																												
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Nature of Conveyance, Conveying Party Data and Receiving Party Data sections previously recorded on Reel 025689 Frame 0553. Assignor(s) hereby confirms the Conveyance:Release by Secured Party,Con Party:Azure Venture Partners I,LP,as Collateral Agent,Recving Party:OQO, Inc..																												
CONVEYING PARTY DATA																													
<table border="1"><thead><tr><th>Name</th><th>Execution Date</th></tr></thead><tbody><tr><td>AZURE VENTURE PARTNERS I, LP, AS COLLATERAL AGENT</td><td>09/29/2008</td></tr></tbody></table>		Name	Execution Date	AZURE VENTURE PARTNERS I, LP, AS COLLATERAL AGENT	09/29/2008																								
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AZURE VENTURE PARTNERS I, LP, AS COLLATERAL AGENT	09/29/2008																												
RECEIVING PARTY DATA																													
<table border="1"><tr><td>Name:</td><td>OQO, INC.</td></tr><tr><td>Street Address:</td><td>583 Shotwell Street</td></tr><tr><td>City:</td><td>San Franciso</td></tr><tr><td>State/Country:</td><td>CALIFORNIA</td></tr><tr><td>Postal Code:</td><td>94110</td></tr></table>		Name:	OQO, INC.	Street Address:	583 Shotwell Street	City:	San Franciso	State/Country:	CALIFORNIA	Postal Code:	94110																		
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PROPERTY NUMBERS Total: 33																													
<table border="1"><thead><tr><th>Property Type</th><th>Number</th></tr></thead><tbody><tr><td>Application Number:</td><td>11251595</td></tr><tr><td>Application Number:</td><td>11580238</td></tr><tr><td>Application Number:</td><td>11580212</td></tr><tr><td>Application Number:</td><td>11580213</td></tr><tr><td>Application Number:</td><td>11580237</td></tr><tr><td>Application Number:</td><td>11580236</td></tr><tr><td>Application Number:</td><td>11580235</td></tr><tr><td>Application Number:</td><td>10384083</td></tr><tr><td>Application Number:</td><td>10391360</td></tr><tr><td>Application Number:</td><td>10197378</td></tr><tr><td>Application Number:</td><td>10688872</td></tr><tr><td>Application Number:</td><td>11029559</td></tr><tr><td></td><td></td></tr></tbody></table>		Property Type	Number	Application Number:	11251595	Application Number:	11580238	Application Number:	11580212	Application Number:	11580213	Application Number:	11580237	Application Number:	11580236	Application Number:	11580235	Application Number:	10384083	Application Number:	10391360	Application Number:	10197378	Application Number:	10688872	Application Number:	11029559		
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Application Number:	10997794
Application Number:	10173734
Application Number:	11523242
Application Number:	10391277
Application Number:	11247078
Application Number:	11029865
Application Number:	11049767
Application Number:	10230812
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Application Number:	10282527
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Application Number:	29218873
Application Number:	11835383
Application Number:	12010434
Application Number:	11686448
Application Number:	11841695
Application Number:	11348996
Application Number:	11367246
Application Number:	11778686
Application Number:	11837154
Application Number:	11050901

CORRESPONDENCE DATA

Fax Number: (703)684-1157
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 7036841120
 Email: jgreer@mmiplaw.com
 Correspondent Name: John R. Mattingly, Mattingly & Malur P.C
 Address Line 1: 1800 Diagonal Rd.
 Address Line 2: Suite 370
 Address Line 4: Alexandria, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	ZETTA
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NAME OF SUBMITTER:	John R. Mattingly
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Total Attachments: 41
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PATENT ASSIGNMENT

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Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY AGREEMENT RELEASE BY SECURED PARTY
CONVEYING PARTY DATA	
Name	Execution Date
OOO, Inc. AZURE VENTURE PARTNERS I, LP, AS COLLATERAL AGENT	09/29/2008
RECEIVING PARTY DATA	
Name:	AZURE VENTURE PARTNERS I, LP, AS COLLATERAL AGENT OOO, Inc.
Street Address:	650 California Street, 11th Floor 583 Shotwell Street
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94108 94110
PROPERTY NUMBERS Total: 33	
Property Type	Number
Application Number:	11251595
Application Number:	11580238
Application Number:	11580212
Application Number:	11580213
Application Number:	11580237
Application Number:	11580236
Application Number:	11580235
Application Number:	10384083
Application Number:	10391360

Application Number:	10197378
Application Number:	10688872
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Application Number:	11841695
Application Number:	11348996
Application Number:	11367246
Application Number:	11778686
Application Number:	11837154
Application Number:	11050901

CORRESPONDENCE DATA

Fax Number: (703)684-1157

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 703-684-1120

Email: lmaxwell@mmpiaw.com Correspondent Name: Mattingly & Malur, P.C. Address Line 1: 1800 Diagonal Rd. Address Line 2: Suite 370 Address Line 4: Alexandria, VIRGINIA 22314	
ATTORNEY DOCKET NUMBER:	ZETTA
NAME OF SUBMITTER:	John R. Mattingly
Signature:	/John R. Mattingly/
Date:	01/25/2011
Total Attachments: 37 source=OQO Inc Recapitalization Agreement-redacted#page1.tif source=OQO Inc Recapitalization Agreement-redacted#page2.tif source=OQO Inc Recapitalization Agreement-redacted#page3.tif source=OQO Inc Recapitalization Agreement-redacted#page4.tif source=OQO Inc Recapitalization Agreement-redacted#page5.tif source=OQO Inc Recapitalization Agreement-redacted#page6.tif source=OQO Inc Recapitalization Agreement-redacted#page7.tif source=OQO Inc Recapitalization Agreement-redacted#page8.tif source=OQO Inc Recapitalization Agreement-redacted#page9.tif source=OQO Inc Recapitalization Agreement-redacted#page10.tif source=OQO Inc Recapitalization Agreement-redacted#page11.tif source=OQO Inc Recapitalization Agreement-redacted#page12.tif source=OQO Inc Recapitalization Agreement-redacted#page13.tif source=OQO Inc Recapitalization Agreement-redacted#page14.tif source=OQO Inc Recapitalization Agreement-redacted#page15.tif source=OQO Inc Recapitalization Agreement-redacted#page16.tif source=OQO Inc Recapitalization Agreement-redacted#page17.tif source=OQO Inc Recapitalization Agreement-redacted#page18.tif source=OQO Inc Recapitalization Agreement-redacted#page19.tif source=OQO Inc Recapitalization Agreement-redacted#page20.tif source=OQO Inc Recapitalization Agreement-redacted#page21.tif source=OQO Inc Recapitalization Agreement-redacted#page22.tif source=OQO Inc Recapitalization Agreement-redacted#page23.tif source=OQO Inc Recapitalization Agreement-redacted#page24.tif source=OQO Inc Recapitalization Agreement-redacted#page25.tif source=OQO Inc Recapitalization Agreement-redacted#page26.tif source=OQO Inc Recapitalization Agreement-redacted#page27.tif	

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RECEIPT INFORMATION

EPAS ID: PAT1443403
Receipt Date: 01/25/2011
Fee Amount: \$1320

OOO, INC. RECAPITALIZATION AGREEMENT

This RECAPITALIZATION AGREEMENT (this "*Agreement*") is made as of September 29, 2008 (the "*Effective Date*") by and among OOO, Inc., a Delaware corporation (the "*Company*") and the stockholders of the Company listed on Exhibit A attached hereto (each hereinafter individually referred to as a "*Stockholder*" and collectively referred to as the "*Stockholders*").

RECITALS

22967/00600/DOCS/1935807.19

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NOW THEREFORE, the parties hereby agree as follows:

1. **THE RECAPITALIZATION.**

(c) The actions described in Sections 1.2 through 1.9 shall be referred to hereinafter collectively as the "*Recapitalization.*"

1.6 Conversion of November 2007 Notes.

(d) Termination of Security Interest. The Company and the undersigned Stockholders who are parties to the Amended and Restated Security Agreement, effective as of November 15, 2007, as amended by Amendment No. 1 to Amended and Restated Security Agreement dated as of April 10, 2008 and as amended further by Amendment No. 2 to Amended and Restated Security Agreement dated July 2, 2008 (as amended, the "*Security Agreement*") by and among the Company and the parties listed on the Schedule of Secured Parties attached to thereto as Exhibit A (the "*Secured Parties*") and Azure Venture Partners I, L.P., as the collateral agent of the Secured Parties (the "*Collateral Agent*") representing more than 85% of the aggregate principal balance of the outstanding Notes (as defined in the Security Agreement), hereby agree that upon conversion of the November 2007 Notes pursuant to Section 1.6(a) above and the April 2008 Notes pursuant to Section 1.7(a) below, (i) the Security Agreement shall be terminated and (ii) the Collateral Agent shall promptly file UCC-3 termination statements and any other filings necessary to terminate any and all security interests of the Secured Parties in the Collateral (as defined in the Security Agreement).

(f) **Release and Waiver of Claims.** Each of the undersigned Stockholders that is party to the November 2007 Purchase Agreement severally and not jointly does hereby completely release and forever discharge the Company, its affiliated and subsidiary corporations, and its and their stockholders, officers and all other representatives, agents, directors, employees, successors and assigns, from all claims, rights, demands, actions, obligations, and causes of action of any and every kind, nature and character, known or unknown, which such Stockholder may now have, or has ever had, against them arising from or in any way connected with the November Purchase Agreement, the November 2007 Notes issued to such Stockholder and the Security Agreement, including, without limitation, any claims for payments of additional interest under the November 2007 Notes upon a Default (as defined in the November 2007 Notes).

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

THE COMPANY

OQO, INC.

By: _____


Name: _____

Title: _____


[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

STOCKHOLDERS:


AZURE I, LP

Name: Martin Brusco
By: 
Title: Chief Financial Officer

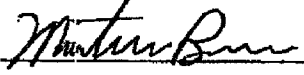
AZURE PARTNERS I, LP

Name: Martin Brusco
By: 
Title: Chief Financial Officer

AZURE VENTURES I, LP

Name: Martin Brusco
By: 
Title: Chief Financial Officer

AZURE VENTURE PARTNER I, LP

Name: Martin Brusco
By: 
Title: Chief Financial Officer

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

STOCKHOLDERS:

PALADIN HOMELAND SECURITY FUND, L.P.

***By: Paladin Homeland Security Holdings, LLC,
its General Partner***

Name: 

By: _____

Title: An Authorized Signatory

PALADIN HOMELAND SECURITY FUND (CA), L.P.

***By: Paladin Homeland Security Holdings, LLC,
its General Partner***

Name: 

By: _____

Title: An Authorized Signatory

***PALADIN HOMELAND SECURITY FUND (NY
CITY), L.P.***

***By: Paladin Homeland Security Holdings, LLC,
its General Partner***

Name: 

By: _____

Title: An Authorized Signatory

***PALADIN HOMELAND SECURITY FUND (CAYMAN
ISLANDS), L.P.***

***By: Paladin Homeland Security Holdings (Cayman
Islands), Ltd.
its General Partner***

Name: 

By: _____

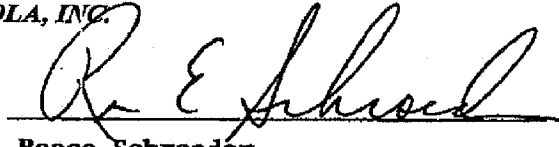
Title: An Authorized Signatory

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

STOCKHOLDERS:

MOTOROLA, INC.

By:

A handwritten signature in dark ink, appearing to read "Reese Schroeder", written over a horizontal line.

Name:

Reese Schroeder

Title:

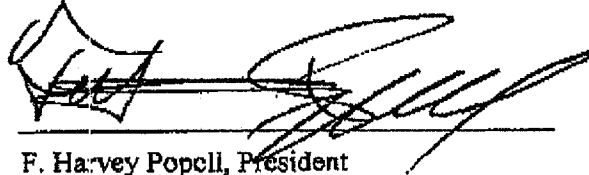
Managing Director, Motorola Ventures

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

STOCKHOLDERS:

OLIVE HILL INVESTMENT PARTNERS, L.P.

By:

A handwritten signature in black ink, appearing to read 'F. Harvey Popell', is written over a horizontal line.

F. Harvey Popell, President
Global Advertising, Inc., General Partner

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:

(signature)

Name: _____
(please print or type full name)

Amicus 2, LLC
(print/type complete name of entity)

By: R. W. Zipp
(signature)

Name: Robert v. W. Zipp
(please print or type full name)

Title: Managing Member
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:


(signature)

Name: _____
(please print or type full name)

SIGNATURE BLOCK FOR ENTITIES:

AsiaTech Taiwan Venture Fund, LP
its general partner
AsiaTech Taiwan Ventures, LLC

(print/type complete name of entity)

By: 
(signature)

Name: KATHERINE JEN
(please print or type full name)

Title: Managing Partner
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:



(signature)

Name: RALPH BAHNA
(please print or type full name)

SIGNATURE BLOCK FOR ENTITIES:

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:

J Bell 9/11/8
(signature)

Name: JORY BELL
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

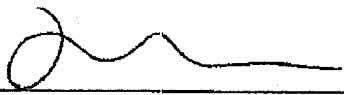
Title: _____
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:



(signature)

Name: Jonathan Betts-Lacroix
(please print or type full name)

SIGNATURE BLOCK FOR ENTITIES:

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

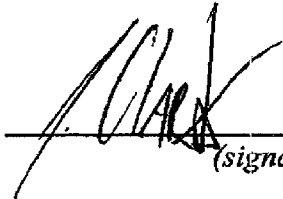
[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:



(signature)

Name: JESSE CLARK
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:

(signature)

Name: _____
(please print or type full name)

CSJ# Holdings LLC
(print/type complete name of entity)

By: _____
(signature)

Name: JAMES HAGON
(please print or type full name)

Title: _____
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:

(signature)

Name: _____
(please print or type full name)

ETA Investments LLC
(print/type complete name of entity)

By: _____
(signature)

Name: James W. B. B.
(please print or type full name)

Title: _____
(please print or type full name)


[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:



(signature)

Name: Steven Feld
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

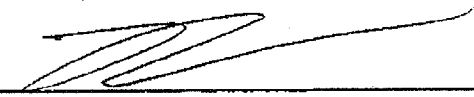
SIGNATURE BLOCK FOR INDIVIDUALS:

(signature)

Name: _____
(please print or type full name)

SIGNATURE BLOCK FOR ENTITIES:

F&W Investments LLC – Series 2003
F&W Investments LLC – Series 2006
(print/type complete name of entity)

By: _____
(signature)

Name: Laird H. Simons III
(please print or type full name)

Title: Managing Member
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:


(signature)

Name: Nicole Gruenstein
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

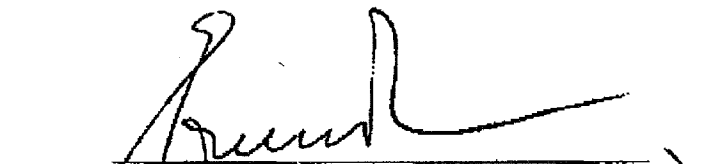
[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:


(signature)
Name: Steven Greenstein
(please print or type full name)

(print/type complete name of entity)
By: _____
(signature)
Name: _____
(please print or type full name)
Title: _____
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:


(signature)

Name: Dale Hairheart
(please print or type full name)

SIGNATURE BLOCK FOR ENTITIES:

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:

(signature)

Name: _____
(please print or type full name)

Harmir Realty Co., L.P.
(print/type complete name of entity)

By: Harmir Corp., general Partner
By: Ted Krumland (signature)

Name: Ted Krumland
(please print or type full name)

Title: President
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:



(signature)

Name: W. KRAKIL
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:

Michael Maloney
(signature)

Name: MICHAEL MALONEY
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:

Sheryl A. Martin
(signature)

Name: Sheryl A. Martin
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

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STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:



(signature)

Name: MARIA I. O'CONNOR
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

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STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:


(signature)

Name: JOSEPH PARZA
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

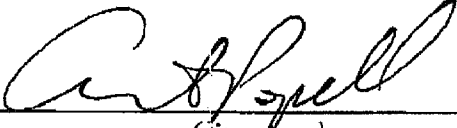
Title: _____
(please print or type full name)

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STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:


(signature)
Name: Andrew Popell
(please print or type full name)

SIGNATURE BLOCK FOR ENTITIES:

Andrew F. Popell Trust
(print/type complete name of entity)
By: 
(signature)
Name: Andrew Popell
(please print or type full name)
Title: Trustee
(please print or type full name)


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STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:


(signature)

Name: Salim Reshwan
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

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STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

(signature)

Name: _____
(please print or type full name)

SIGNATURE BLOCK FOR ENTITIES:

Samco Partners, LP
(print/type complete name of entity)

By: [Signature]
(signature)

Name: Michael A. Shenberg
(please print or type full name)

Title: General Partner
(please print or type full name)

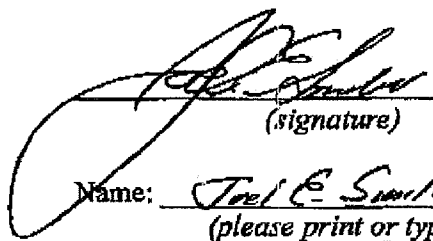
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STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:


(signature)
Name: Joel E. Szwed
(please print or type full name)

(print/type complete name of entity)
By: _____
(signature)
Name: _____
(please print or type full name)
Title: _____
(please print or type full name)

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STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:

Gavin Steinberg
(signature)

Name: Gavin Steinberg
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

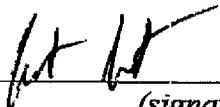
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STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:



(signature)

Name: Justin Steinberg
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

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STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

(signature)

Name: _____
(please print or type full name)

SIGNATURE BLOCK FOR ENTITIES:

Michael A. Steinberg PST
(print/type complete name of entity)

By: _____
(signature)

Name: Michael A. Steinberg
(please print or type full name)

Title: Trustee
(please print or type full name)

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STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:

(signature)

Name: _____
(please print or type full name)

(print/type complete name of entity)
VENTURE LENDING & LEASING III
By: _____
(signature)

Name: MAURICE WERDEMAN
(please print or type full name)

Title: VP
(please print or type full name)

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STOCKHOLDERS:

SIGNATURE BLOCK FOR INDIVIDUALS:

SIGNATURE BLOCK FOR ENTITIES:

Hoss WARD
(signature)

Name: Hoss WARD
(please print or type full name)

(print/type complete name of entity)

By: _____
(signature)

Name: _____
(please print or type full name)

Title: _____
(please print or type full name)

[SIGNATURE PAGE TO RECAPITALIZATION AGREEMENT]