

04-13-2000

FORM PTO-1618A

Expires 06/30/99
OMB 0651-0027



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

101300302

MRS
2/28/00

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **TriPath Imaging, Inc., a Delaware Corporation**

01/19/2000

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name **MMC/GATX Partnership No. 1**

DBA/AKA/TA

Composed of

Address (line 1) **c/o Meier Mitchell & Company**

Address (line 2) **4 Orinda Way, Suite 200B**

Address (line 3) **Orinda**

CA/USA

94563

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICIAL 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 or any other aspect of this collection of information, including suggestions for reducing this burden, 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:

TRADEMARK

REEL: 002025 FRAME: 0423

04/13/00
JSH/BAZZ
00000266
74229095
40.00 DP
200.00 DP

FORM PTO-1618B

Page 2

U.S. Department of Commerce
Patent and Trademark Office

Expires 06/30/99
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TRADEMARK

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)

Correspondent Name and Address

Area Code and Telephone Number

(925) 254-9520

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="74229095"/>	<input type="text" value="75339445"/>	<input type="text" value="75020713"/>	<input type="text" value="2305499"/>	<input type="text" value="1887662"/>	<input type="text" value="2125954"/>
<input type="text" value="75508009"/>	<input type="text" value="75799887"/>	<input type="text" value="75800702"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Deposit Account

Enclosed

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Maureen C Dellinger

Maureen C Dellinger

2-25-00

Name of Person Signing

Signature

Date Signed

Associate Counsel,
GATX Capital Corporation

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
 Other
 Citizenship/State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

Transamerica Business Credit Corporation

DBA/AKA/TA

Composed of

Address (line 1)

76 Batterson Park Road

Address (line 2)

Address (line 3)

Farmington

City

CT/USA

State/Country

06032

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
 Corporation Association
 Other
 Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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Friday, January 14, 2000

Client: 1230 Tripath Imaging, Inc.

Client Status Report

Page: 5

Trademark Name	Client-Matter/ Status	Application No. / Date	Registration Number/Date	Next Action(s)	Due Date(s)
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Goods:

AUTOCYTE

1230-3
Registered
Owner: 245
Classes: 9
Goods:

United States of America

74/229095	2000.45	SNF	Aff of Use	10-Sep-2001
10-Dec-1991	10-Sep-1996	SNF		
		MAF		

AUTOCYTE

1230-3-20
Registered
Owner: 17
Classes: 1, 9
Goods:

United States of America

75/474924	2305499	MAF	Aff of Use - 5 Year	04-Jan-2005
27-Apr-1998	04-Jan-2000			

Friday, January 14, 2000

Client: 1230 Tripath Imaging, Inc.

Client Status Report

Page: 6

Trademark Name
 AUTOCYTE QUIC
 United States of America
Client-Matter/Status
 1230-3-4
 Allowed
 Owner: 17
 Classes: 9
 Goods:

Application No. / Date
 75/339445
 12-Aug-1997
Registration Number/Date
 1887662
 04-Apr-1995
Attorney(s) Next Action(s)
 MAF
 S.M
Final Due Date/Appeal
 30-Jan-2000

Due Date(s)

CYTORICH

1230-3-1
 Registered
 Owner: 245
 Classes: 9, 10
 Goods:

74/284817
 12-Jun-1992
 1887662
 04-Apr-1995
 SNF
 SNF
 MAF
Aff of Use
 04-Apr-2000

United States of America

IMAGETTER

1230-3-2
 Registered
 Owner: 245
 Classes: 1, 9
 Goods:

74/626859
 30-Jan-1995
 2125954
 30-Dec-1997
 SNF
 MAF
Aff of Use
 30-Dec-2002

United States of America

PATHLINK

1230-3-3
 Abandoned
 Owner: 245
 Classes: 42
 Goods:

75/020713
 16-Nov-1995
 MAF

United States of America

Client Status Report

Page: 7

Friday, January 14, 2000

Client: 1230 Tripath Imaging, Inc.

Trademark Name	Client-Matter/ Status	Application No. /Date	Registration Number/Date	Attorney(s)	Next Action(s)	Due Date(s)
SLIDEWIZARD	1230-3-21 Pending	75/508009 24-Jan-1998		MAF SJM	3 Months Until Response Due	29-Jan-2000

United States of America

Owner: 17
Classes: 9
Goods:

TRIPATH IMAGING

United States of America

1230-3-23
Pending

Classes: 9
Goods:

75/799387
15-Sep-1999

MAF Status Chk

15-Mar-2000

TRIPATH IMAGING

United States of America

1230-3-22
Pending

Classes: 1
Goods:

75/800702
15-Sep-1999

MAF Status Chk

15-Mar-2000

** TOTAL PAGE .08 **

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of January 19, 2000, is executed by TRIPATH IMAGING, INC., a [STATE] corporation ("Debtor"), in favor of MMC/GATX PARTNERSHIP NO. I and TRANSAMERICA BUSINESS CREDIT CORPORATION ("Secured Parties").

A. Pursuant to a Loan and Security Agreement, dated as of January 19, 2000 (the "Agreement") among 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 registered trademarks, service marks (and applications and registrations therefor), of the United States, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof (collectively, the "Trademarks");

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 Trademarks, together with associated goodwill, 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 Trademarks (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.

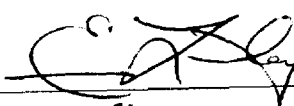
Secured Parties' addresses are: MMC/GATX Partnership No. I
 c/o Meier Mitchell & Company
 Four Orinda Way, Suite 200-B
 Orinda, California 94563

Transamerica Business Credit Corporation
76 Batterson Park Road
Farmington, CT 06032-2571



IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first written above.

TRIPATH IMAGING, INC.

By:  1/31/00
Name: ERIC LINSLEY
Title: CFO