

12-30-2004

FORM PTO-1594

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(Rev. 03/01)

OMB No. 0651-0027 (exp. 05/31/2002)



102913676

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1012.21

1. Name of conveying party(ies):
VALERE POWER, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other

2. Name and address of receiving party(ies):
Name: **Silicon Valley Bank**
Internal Address: HA155

Street Address: 3003 Tasman Drive

City: Santa Clara State: CA ZIP: 95054

OFFICE OF PATENT & TRADEMARKS
FINANCE SECTION
2004 DEC 21 AM 10:01

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

11/19/04

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State-DE
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 76/975,206	B. Trademark No.(s) 2,799,025

Additional numbers attached? Yes No

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

Name: **Silicon Valley Bank**

Internal Address: Loan Documentation HA155

Street Address: 3003 Tasman Dr.

City: Santa Clara State: Ca ZIP: 95054

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41): **\$65.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Manibel Arteaga
Name of Person Signing

Manibel Arteaga
Signature

12/19/04
Date

Shannon Hubbard Total number of pages including cover sheet, attachments, and document:
12/29/2004 REGISTRATION 00000121 76975206 Mail documents to be recorded with required cover sheet information to:

01 FC:0521
02 FC:0522

40.00 OP
25.00 OP

Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 003098 FRAME: 0470

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement dated as of the Effective Date (as defined in the Loan Agreement) is between SILICON VALLEY BANK ("Bank") and VALERE POWER, INC. ("Grantor").

RECITALS

A. Bank will make advances to Grantor ("Loans") as described in the Loan and Security Agreement (the "Loan Agreement"), but only if Grantor grants Bank a security interest in its Copyrights, Trademarks, Patents, and Mask Works and other intellectual property (the "Intellectual Property Collateral").

B. Grantor has granted Bank a security interest in all of its right, title and interest, presently existing or later acquired to all the Collateral.

AGREEMENT

Grantor grants Bank a security interest in all of its right, title and interest in its Intellectual Property Collateral (such as the Copyrights, Patents, Trademarks and Mask Works listed on Schedules A, B, C and D), and all proceeds (such as license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements rights throughout the world and all reissues, divisions, continuations, renewals, extensions and continuations-in-part.

This security interest is granted in conjunction with the security interest granted under the Loan Agreement. Bank's rights and remedies in the security interest are in addition to those in the Loan Agreement and the other Loan Documents, and those available in law or equity. Bank's rights powers and interests are cumulative with every right, power or remedy provided here. Bank's exercise of its rights, powers or remedies in this Agreement, the Loan Agreement or any other Loan Document, does not preclude the simultaneous or later exercise of any or all other right, power or remedy.

BANK:

SILICON VALLEY BANK

Brian Basu
(Signature)

Relationship Manager
(Title)

GRANTOR:

VALERE POWER, INC.
a Delaware corporation

[Signature]
(Signature)

CEO
(Title)

EXHIBIT A

Copyrights

Description

Registration/Application
Number

Registration/Application
Date

None

EXHIBIT B

Patents

File Number	Patent	Status	Inventors
VPI 2424000 - 10/077,426	DC-DC ZVS Full Bridge Converter Power Supply Method and Apparatus	US Patent 6,483,724 awarded November 19, 2002	
VPI 2426000 - 10/077,408	PWM Control Signal Generation Method and Apparatus	US Patent Office Serial Number 10/077,408 filed February 15, 2002	
VPI 2429000 - 10/085,259	Interleaved Converter Power Factor Correction Method and Apparatus	US Patent 6,690,589 awarded February 10, 2004	
VPI 2499000 - 10/219,393	Component to Heat Sink Spring Clip Method and Apparatus	US Patent Office Serial Number 10/219,393 filed August 15, 2002	
VPI 2500000 - 10/231,630	Positive Latching Combination Handle and Insertion/Removal Tool Method and Apparatus	US Patent 6,680,851 awarded January 20, 2004	
VPI 2799000	Battery Test Application and Method	filed Jan 2004	
	Circuit Breaker Configuration	in draft stage	to be filed 4Q04
	Fan failure detection	in draft stage	to be filed 4Q04

VPI 2869000

Network Upgrade Product

in draft stage

to be filed 4Q04

Modular DC converter system
with ground fault protection

in draft stage

to be filed 4Q04

Updated latching handle for Mini
Series

to be filed 4Q04

modular distribution in modular
system

to be filed 4Q04

EXHIBIT C

Trademarks

<u>Description</u>	<u>Registration/Application Number</u>	<u>Registration/Application Date</u>
Valere Power Inc.	Serial # 76975206	4/18/2001
Valere Power	Registration # 2799025	Registered 12/23/2003

EXHIBIT D

Mask Works

Description

Registration/Application
Number

Registration/Application
Date

None

3727257v5

RECORDED: 12/21/2004

**TRADEMARK
REEL: 003098 FRAME: 0476**