

04-22-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

4-22-02

1. Name of conveying party(ies):

ViewSonic Corporation

4-22-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 12/18/01

2. Name and address of receiving party(ies)

Name: The CIT Group/Business Credit, Inc.

Internal Address: Attn: Manager

Street Address: 300 S. Grand Avenue, 3rd Floor

City: Los Angeles State: CA Zip: 90071

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 75210858;
75287268; 75485752; 75512110

B. Trademark Registration No.(s) 1647326;
1692529; 1717598; 1737511; 1832640

Additional number(s) attached Yes No

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

Name: Gary D. Samson, Esq.

Internal Address:

Orrick, Herrington & Sutcliffe LLP

Street Address: 777 S. Figueroa Street

Suite 3200

City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved: 56

7. Total fee (37 CFR 3.41).....\$ 1,415.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

KATHY VILLALOBOS

Name of Person Signing

Kathy Villalobos
Signature

4/19/02

Date

04/23/2002 DBYRNE 00000053 75210858

01 FC:481
02 FC:482

40.00 OP
1375.00 OP

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002486 FRAME: 0152

Conveying Party: ViewSonic Corporation

Receiving Party: The CIT Group/Business Credit, Inc.

Additional Trademark Nos.

1847527	2239186
1960792	2257391
1967234	2257611
1994344	2263868
2032966	2265416
2041677	2267596
2072039	2343499
2086835	2371080
2137015	2402689
2168827	2404250
2188493	2405773
2486032	2408609
2213275	2409827
2232489	2410609

Trademark Application Nos.:

75580920	76198815
75682912	76320244
75750612	76327394
75806832	75335411
75807074	
75818538	
75917061	
76931107	
76018596	
76018597	
76064061	
76081571	
76093207	
76122334	
76139413	

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of December 18, 2001, is executed by ViewSonic Corporation, a Delaware corporation ("Borrower"), in favor of The CIT Group/Business Credit, Inc. as a lender and as agent on behalf of the Lenders referenced below (in such capacity, "Agent").

A. Pursuant to a Financing Agreement dated as of the date hereof (the "Financing Agreement") among Borrower, Agent and the lenders from time to time party thereto (the "Lenders"), Lenders have agreed to extend certain credit facilities to Borrower upon the terms and subject to the conditions set forth therein.

B. Borrower has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Borrower has entered into a Security Agreement (Intellectual Property) dated the date hereof (the "Security Agreement") in favor of Lenders; and

D. Pursuant to the Security Agreement, Borrower has granted to Lenders a security interest in all right, title and interest of Borrower in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby further grant to Lenders a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

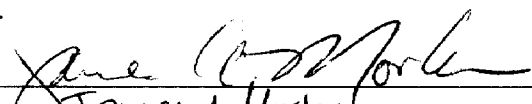
Borrower does hereby further acknowledge and affirm that the rights and remedies of Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Agent's address is:

The CIT Group/Business Credit, Inc.
300 South Grand Ave.
Third Floor
Los Angeles, California 90071
Attn.: Manager
Telecopier No.: (213) 613-2501

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

VIEWSONIC CORPORATION

By: 
Name: James A Moran
Title: CFO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
Viewsonic	United States	6/11/91	1647326
Perfectview	United States	6/9/92	1692529
Miscellaneous Design	United States	9/22/92	1717598
Optiquest	United States	12/1/92	1737511
Viewmatch	United States	4/26/94	1832640
Arag	United States	8/2/94	1847527
OnView	United States	3/5/96	1960792
Viewmeter	United States	4/9/96	1967234
Miscellaneous Design	United States	8/20/96	1994344
Sonictron	United States	1/21/97	2032966
See the Difference	United States	3/4/97	2041677
Viewpanel	United States	6/17/97	2072039
Viewsonic and Design	United States	8/12/97	2086835
Utobia	United States	2/17/98	2137015
Express Exchange	United States	6/30/98	2168827
E2 (stylized)	United States	9/8/98	2188493
Cybervision and Design	United States	12/22/98	2213275
Viewbook	United States	3/16/99	2232489
Megamonitor	United States	4/13/99	2239186
Perfectflat	United States	6/29/99	2257391
Superclear	United States	6/29/99	2257611
Perfectsound	United States	7/27/99	2263868
Superpress	United States	7/27/99	2265416
See and Hear the Difference	United States	8/3/99	2267596
Cybervision	United States	4/18/00	2343499
Viewsonic On Top	United States	7/25/00	2371080
Viewsonic On Top and Design	United States	11/7/00	2402689
Viewsonic	United States	11/14/00	2404250
Office Theater	United States	11/21/00	2405773
Miscellaneous Design	United States	11/28/00	2408609
Xtrememonitor	United States	12/5/00	2409827
Viewsonic and Design	United States	12/5/00	2410609
LiteBird	United States	9/4/01	2486032

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Date Filed</u>	<u>Application No.</u>
LuCiD	United States	12/10/96	75/210858
Websonic	United States	5/5/97	75/287268
Webpartner	United States	5/15/98	75/485752
Viewmate (stylized)	United States	6/26/98	75/512110
Xtremeview	United States	11/2/98	75/580920
Digital Office Theater	United States	4/15/99	75/682912
Optisync	United States	7/14/99	75/750612
Airsync	United States	9/23/99	75/806832
Optibook	United States	9/23/99	75/807074
Viewpad	United States	10/7/99	75/818538
Beyond Digital	United States	2/11/00	75/917061
Welcome to the Visual Revolution	United States	2/29/00	76/931107
Partnerview	United States	4/5/00	76/018596
Netclient	United States	4/5/00	76/018597
Autotune	United States	6/5/00	76/064061
Birdcam	United States	6/30/00	76/081571
Lifetime of Computing	United States	7/20/00	76/093207
Superclear MVA and Design	United States	9/2/00	76/122334
Nextv	United States	10/3/00	76/139413
Airpanel	United States	1/24/01	76/198815
QuadCube	United States	9/24/01	76/320244
ViewBox	United States	10/19/01	76/327394
AirSync	United States	11/7/01	75/335411

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIF.)
COUNTY OF LOS ANGELES) ss.

On 12/19/2001, 2001, before me, JOYCE E. LAWRENCE (NOTARY)
(Name and Title of Officer)

personally appeared JAMES A. MORLAN

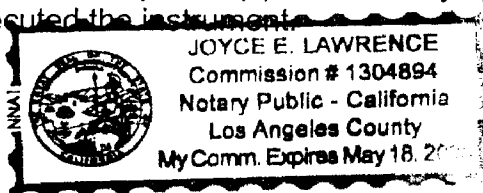
personally known to me

-or-

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Joyce E. Lawrence
Signature Of Notary



OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- Individual
- Corporate Officer

Title(s)

- Partner(s) Limited General
- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other: _____

Signer is representing:
Name Of Person(s) Or Entity(ies)

DESCRIPTION OF ATTACHED DOCUMENT

Title Or Type Of Document

Number Of Pages

Date Of Document

Signer(s) Other Than Named Above