

12-29-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)



102633633

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

12/24/03

Tab settings

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

1. Name of conveying party(ies):

Silicon Graphics, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- 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: 12/23/2003

2. Name and address of receiving party(ies)

Name: U.S. Bank National Association,

Internal

Address: as Trustee, LM-CAT-24T

Street Address: 633 West Fifth Street, 24th Fl.

City: Los Angeles State: CA Zip: 90071

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

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) _____

See Schedule A attached.

B. Trademark Registration No.(s) _____

See Schedule A attached.

Additional number(s) attached Yes No

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

Name: Access Information Services, Inc.

Internal Address: _____

Street Address: 1773 Western Avenue

City: Albany State: NY Zip: 12203

6. Total number of applications and registrations involved:

37

7. Total fee (37 CFR 3.41).....\$ 940.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Jackie Lee

Name of Person Signing

Jackie Lee
Signature

12/23/2003

Date

Total number of pages including cover sheet, attachments, and document: 22

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

12/29/2003 LHMILLER 00000018 74352514

01 FC:0521
02 FC:0522

40.00 DP
900.00 DP

TRADEMARK
REEL: 002885 FRAME: 0893

Trademark Name	Country	Status	Application No.	Filing Date	Registration No.	Class	Goods
CHALLENGE	US	Registered	74/352514	26-Jan-1993	1896812	9	Computer hardware, computer servers, computer workstations comprising a central processing unit, disk drive and/or CD-ROM drive, keyboard, monitor, mouse, and other computer peripherals, computer software programs relating to the operation of computer workstations and computer servers, and instructional manuals therefor sold as a unit.
COBALT	US	Filed	75/634597	03-Feb-1999		9	Application-specific integrated circuits (ASICs) and graphics products for use in advanced computer graphics workstations.
FAILSAFE	US	Registered	76/279586	03-Jul-2001	2743739	9	Computer hardware and software for monitoring, diagnosing, and repairing servers, computer applications and computer networks with minimal interruption in service.
GEOMETRY ENGINE	US	Registered	73/587920	14-Mar-1986	1441075	9	Integrated circuits and user manuals supplied therewith.
IMAGEVISION LIBRARY	US	Registered	74/168496	17-May-1991	1798517	9	Computer programs for use by computer programmers to allow the creation of other computer programs for creating and processing images
INDIGO	US	Registered	74/136537	05-Feb-1991	1783257	9	Computer hardware; computer peripherals, namely, computer monitors, computer disk drives, computer keyboards, computer mouses, and computer workstations comprised of these same goods, in class 9.
INFINITE REALITY	US	Registered	75/049218	19-Jan-1996	2095910	9	Computer hardware, namely computer graphics subsystems, and instructional manuals sold therefor sold as a unit therewith.
IRIS	US	Registered	72/352782	02-Mar-1970	929992	9	Computers and calculating apparatus as well as peripherals therefor.
IRIS FAILSAFE	US	Filed	76/279589	03-Jul-2001		9	Computer hardware and software for monitoring, diagnosing, and repairing servers, computer applications and computer networks with minimal interruption in service.
IRIX	US	Registered	75/212191	13-Dec-1996	2127113	9	Computer software, namely, operating system software, and instructional manuals sold therefor.
MAYA	US	Registered	75/155039	23-Aug-1996	2241792	9	Computer software for use in creating, rendering, executing and displaying animation, visual effects, video and computer games, and digital media content, and instructional manuals therefor sold as a unit therewith.
NUMAFLEX	US	Filed	76/110858	15-Aug-2000		9	Computer hardware and software related to memory architectures for computer systems.
NUMALINK	US	Filed	76/110851	15-Aug-2000		9	Computer hardware and software related to memory architectures for computer systems.
OZ	US	Registered	75/168580	19-Sep-1996	2231093	9	Computer hardware and computer operating system software, and instructional manuals therefor sold as a unit therewith in class 9
OCTANE	US	Registered	75/214146	13-Dec-1996	2168514	9	Computer hardware and instructional manuals therefor sold as a unit therewith.
ONYX	US	Registered	74/352513	26-Jan-1993	1935775	9	Computer hardware, namely computer graphics workstations for use in advanced technical computing comprising a central processing unit, disk drive and/or cd-rom drive, keyboard, monitor, mouse, and other computer peripherals, and instructional manuals therefor.
ONYX2	US	Registered	75/158864	30-Aug-1996	2269387	9	Computer hardware, namely, computer graphics workstations for use in advanced technical computing comprising a central processing unit, disk drive and/or cd-rom drive, keyboard, monitor, mouse, and other computer peripherals, and instructional manuals therefor sold as a unit therewith.
OPENGL	US	Registered	74/457527	12-Nov-1993	1861701	9	Computer software in the nature of an application programming interface and subroutine interpreter for the purpose of creating, rendering, conveying and displaying two-dimensional and three-dimensional color computer graphics images and documentation and instructional manuals sold as a unit therewith.

Trademark Name	Country	Status	Application No.	Filing Date	Registration No.	Reg. Date	Class	Goods
OPENGL LOGO	US	Registered	75/916455	11-Feb-2000	2756592	26-Aug-2003	9 16 35 42	09: Computer software namely, application programming interfaces and subroutine interpreters for the purpose of creating, rendering, conveying and displaying two-dimensional and three-dimensional computer graphics images, graphics primitives and utility programs, graphics libraries for the creation and development of hardware-independent computer graphics applications and 2d and 3d user interfaces; user and instructions manuals in electronic form sold as a unit therewith. 16: Printed matter, namely, newspapers, newsletters, periodicals, books, instructional or teaching materials relating to the use, operation, specification and maintenance of computer hardware and software; user and instruction manuals, other than those in electronic form relating to the use, operation, specification and maintenance of computer hardware and software 35: Licensing of technology and computer hardware and software to others for incorporation into the products of third parties, computer peripheral, video cassette recorders, video tape recorders, video receivers, video monitors, photographic projectors, movie projectors, slide projectors. 42: Research and development of computer technology, hardware and computer code products for others; consultation services relating to instruction set architectures, processor architectures and programming models, computer technology, computer hardware and computer code products; design services for others in the field of computer technology, computer hardware and computer code products; computer code conversion for others in the development, design, modeling, simulation, compiling, de-bugging, verification, construction and interfacing of hardware and code, and computer code descriptive of hardware design; computer services, namely, providing information via electronic networks, including the global computer network, in the fields of technology, computer hardware and computer code, intellectual property licensing, instruction set architectures, processor architectures, programming models, integrated circuits, chips, semiconductors, chipsets, electrical and electronic equipment, microprocessors, microprocessor cores, micro cells, microcontrollers, application software and operation system software; maintenance and/or repair of computer technology, computer software and computer code software products for others Computer software in the nature of an application programming interface for the purpose of sending, receiving, operating on and interacting with digital media data, and services related to the research and development, implementation, maintenance and support of computer software and application programming interfaces. Computer hardware and instructional manuals therefor sold as a unit therewith. Computer servers and instructional manuals therefor sold as a unit therewith. 09: Computer-based visual simulation, presentation and interaction systems, namely, computer hardware and software, projection displays, input controllers and peripherals that allow participants to interact with real-time, multi-dimensional environments Multi-projector display systems comprised of two or more computer controlled projectors, photographic projectors, slide projectors and/or movie projectors arrayed in a seamless electronic display. 41: Educational services, namely, providing training operation of computer-based visual simulation, presentation and interaction systems 42: Design, construction, installation, assembly and operation services for others, namely, providing others with facilities for computer-based visual simulation, presentation and interaction systems. Computer hardware and instructional manuals therefor sold as a unit therewith.
OPENML	US	Filed	76/037014	28-Apr-2000	2576637	04-Jun-2002	9	
ORIGIN	US	Registered	75/158865	30-Aug-1996	2498533	16-Oct-2001	9	
ORIGIN200	US	Registered	75/161678	06-Sep-1996	2425413	30-Jan-2001	9	
REALITY CENTER	US	Filed	75/983314	13-May-1999			9	
REALITY CENTER	US	Registered	75/044756	17-Jan-1996	2621592	17-Sep-2002	9	
REALITY CENTER	US	Filed	75/706196	13-May-1999			41 42	
REALITY MONSTER	US	Registered	75/173429	27-Sep-1996	2220789	26-Jan-1999	9	

Trademark Name	Country	Status	Application No.	Filing Date	Registration No.	Reg. Date	Classes	Goods
SGI	US	Registered	75/574897	22-Oct-1998	2517897	11-Dec-2001	9	Computer systems comprised of computer workstations comprised of computers, computer hardware, and computer peripherals; super computers, servers, computer and video monitors, keyboards, mice, cd-rom drives, disk drives, graphics computer hardware, application-specific integrated circuits (ASICs), network interface cards and adapters; computer software, namely, operating system software and computer software used for operating personal computers, computer workstations comprised of computers, computer hardware, and computer peripherals; personal digital assistants, super computers, servers, computer and video monitors; computer software used to create video games; and application programming interfaces, namely, computer hardware and software featuring sets of routines, protocols and tools for developing computer software; excluding lottery and gaming applications
SGI (STYLIZED HALF LETTERS)	US	Registered	75/702640	04-May-1999	2579277	11-Jun-2002	9	Computer systems comprised of computer workstations comprised of computers, computer hardware, and computer peripherals; supercomputers, servers, computer and video monitors, keyboards, mice, cd-rom drives, disk drives, graphics computer hardware, application-specific integrated circuits (ASICs), network interface cards and adapters; computer software, namely, operating system software and computer software used for operating personal computers, computer workstations comprised of computers, computer hardware, and computer peripherals; personal digital assistants, supercomputers, servers, computer and video monitors; computer software used to create video games; and application programming interfaces, namely computer hardware and software featuring sets of routines, protocols and tools for developing computer software, excluding lottery and gaming applications.
SGI (STYLIZED)	US	Registered	75/609926	18-Dec-1998	2517956	11-Dec-2001	9	Computer systems comprised of computer workstations comprised of computers, computer hardware, and computer peripherals; supercomputers, servers, computer and video monitors, keyboards, mice, cd-rom drives, disk drives, graphics computer hardware, application-specific integrated circuits (ASICs), network interface cards and adapters; computer software, namely, operating system software and computer software used for operating personal computers, computer workstations comprised of computers, computer hardware, and computer peripherals; personal digital assistants, supercomputers, servers, computer and video monitors; computer software used to create video games; and application programming interfaces, namely, computer hardware and software featuring sets of routines, protocols and tools for developing computer software; excluding lottery and gaming applications.
SILICON GRAPHICS	US	Registered	73/587922	14-Mar-1986	1519576	10-Jan-1989	9	Computer systems comprising some or all of the following: integrated circuits, output displays, input units, computer operating programs and computer programs for conceptual design analysis and simulation of three dimensional objects in color graphics and instructional manuals sold therewith, and printed circuit boards, and parts for all of the foregoing, in class 9.
SILICON GRAPHICS & 3D CUBE LOGO	US	Registered	73/694562	09-Nov-1987	1505659	27-Sep-1988	9	Computer systems comprising some or all of the following: integrated circuits, output displays, input units, computer operating programs and computer programs for conceptual design analysis and simulation of three dimensional objects in color graphics and instructional manuals sold therewith, and printed circuit boards, and parts for all of the foregoing.
SILICON GRAPHICS 3D CUBE LOGO	US	Registered	73/587923	14-Mar-1986	1439837	19-May-1987	9	Computer systems comprising some or all of the following: integrated circuits, output displays, input units, computer programs, and instructional manuals supplied therewith; printed circuit boards; parts and fittings for all the foregoing.
STUDIOZ	US	Registered	75/382034	30-Oct-1997	2268333	10-Aug-1999	9	Computerized units for interactive computer graphic imaging and instruction manuals packaged therewith.
SUPERSERVER	US	Registered	73/643665	09-Feb-1987	1455094	01-Sep-1987	9	Mini supercomputers.

Trademark Name	Country	Status	Application No.	Filing Date	Registration No.	Reg. Date	Classes	Goods
UPSAFE	US	Registered	75/912147	07-Feb-2000	2663825	17-Dec-2002	9 42	09: computer hardware and software for supporting and maintaining the operation of computer systems and networks; computer systems, comprised of computer software, servers, CPUs, memory storage units, monitors and modems. 42: computer systems analysis; support, maintenance and up-dating of computer software.
VIZUAL WORKSTATION (STYLIZED)	US	Registered	75/813510	01-Oct-1999	2391558	03-Oct-2000	9	Computer workstations, comprising computers with a central processing unit for creating and supporting computer graphics and video.
WEBFORCE	US	Registered	74/635831	17-Feb-1995	2005201	01-Oct-1996	9	Computer hardware, namely computer workstations and servers, computer software, namely applications programs for use in hypertext and hypermedia communications, and in creating, displaying, communicating, retrieving, viewing and storing data across wide area and local area networks, peripheral equipment, namely disk drives and graphics subsystems, and instructional manuals therefor sold as a unit therewith.

Alias|Wavefront Active Trademark Report and Other Excluded Trademarks

Trademark Name	Country	Owner	Application No.	Filing Date:	Registration No.	Registration Date	Status	Classes
3DEC LOGO	United States of America	A W	76/160470	07-Nov-2000			Filed	38
3DECEMBER	United States of America	A W	76/160471	07-Nov-2000			Filed	38
3DECEMBER.COM	United States of America	A W	76/160472	07-Nov-2000			Filed	38
A LOGO	Canada	ALIAS	558524	18-May-1990	386663	12-Jul-1991	Registered	
ALIAS	Canada	A W	558429	18-May-1990	392055	20-Dec-1991	Registered	
ALIAS	Canada	ALIAS	563361	27-May-1986	339683	29-Apr-1988	Registered	
ALIAS	United States of America	A W	76/052045	19-May-2000			Filed	9
ALIAS & DESIGN	Canada	ALIAS	563360	27-May-1986	339682	29-Apr-1988	Registered	
ALIAS RESEARCH	Canada	ALIAS	523320	07-Jun-1984	312298	14-Mar-1986	Registered	
ALIAS/1	Canada	A W	523319	07-Jun-1984	312817	04-Apr-1986	Registered	
ALIAS WAVEFRONT LOGO	United States of America	A W	75/941855	10-Mar-2000			Filed	9 42
CAN YOU IMAGINE	Canada	A W	1042115	06-Jan-2000			Filed	
CAN YOU IMAGINE	United States of America	A W	76/081740	30-Jun-2000			Filed	9 42
CREATE WHAT'S NEXT AND DESIGN	Canada	A W	1082467	10-Nov-2000			Filed	
CREATE WHAT'S NEXT AND DESIGN	United States of America	A W	76/165144	15-Nov-2000			Filed	9 42
DESIGN STUDIO LOGO	Canada	A W	1034609	02-Nov-1999			Filed	
DESIGN STUDIO LOGO	United States of America	A W	75/839877	04-Nov-1999			Filed	9 41 42
DESIGNSTUDIO	Canada	A W	1034608	02-Nov-1999			Filed	

12/05/01

Alias|Wavefront Active Trademark Report and Other Excluded Trademarks

Trademark Name	Country	Owner	Application No.	Filing Date:	Registration No.	Registration Date	Status	Classes
DESIGNSTUDIO	United States of America	A W	75/8339878	04-Nov-1999			Filed	9 41 42
PORTFOLIO WALL	United States of America	A W	76/165143	15-Nov-2000			Filed	9 41 42
STUDIO TOOLS LOGO	Canada	A W	1083208	17-Nov-2000			Filed	
STUDIO TOOLS LOGO	United States of America	A W	76/184604	22-Dec-2000			Filed	9 42
Z RAYS AND DESIGN	Canada	A W	1084901	30-Nov-2000			Filed	
Z RAYS AND DESIGN	United States of America	A W	76/184603	22-Dec-2000			Filed	9 42
Z-RAYS	Canada	A W	1058136	08-May-2000			Filed	
Z-RAYS	United States of America	A W	76/057130	25-May-2000			Filed	9 42

Alias/Wavefront Active Trademark Report and Other Excluded Trademarks

Trademark Name	Country	Owner	Application Number	Filing Date	Registration Number	Registration Date	Status	Classes
CRIMSON	Japan	SGI	04014900	17-Feb-1992	2663819	31-May-1994	Registered	11
GEOMETRY ENGINE	Japan	SGI	6161688	13-Jun-1986	2138689	30-May-1989	Registered	11
GEOMETRY ENGINE	Japan	SGI	6161691	13-Jun-1986	2071045	29-Aug-1988	Registered	26
INDIGO	Japan	SGI	81700/91	05-Aug-1991	2708442	31-Jul-1995	Registered	26
INDIGO	Japan	SGI	81699/91	05-Aug-1991	2631617	31-Mar-1994	Registered	11
INDY	Japan	SGI	05-103674	13-Oct-1993	3347810	19-Sep-1997	Registered	9
IRIS	Japan	SGI	63-116452	13-Oct-1988	2722886	29-Aug-1997	Registered	26
IRIX	Japan	SGI	06-077587	29-Jul-1994	3275775	04-Apr-1997	Registered	9
OCTANE	Japan	SGI	9112003	28-Apr-1997	4180344	21-Aug-1998	Registered	9
ONYX	Japan	SGI	541177	22-Apr-1993	3213874	31-Oct-1996	Registered	9
OPENGL	Japan	SGI	06031164	29-Mar-1994	3223371	29-Nov-1996	Registered	9
OPENGL LOGO	Japan	SGI	2000/69902	22-Jun-2000			Filed	9 16 35
POWERED BY SILICON GRAPHICS	Japan	SGI	7110777	25-Oct-1995	4148617	22-May-1998	Registered	41
REALITY CENTER	Japan	SGI	11114648	14-Dec-1999			Filed	9 41 42
SGI	Japan	SGI	07-013882	17-Feb-1995	4013993	20-Jun-1997	Registered	9
SGI (STYLIZED)	Japan	SGI	11052669	14-Jun-1999	4426373	20-Oct-2000	Registered	9
SGI SILICON GRAPHICS	Japan	SGI		17-Feb-1999			Filed	9
SILICON GRAPHICS	Japan	SGI	6161693	13-Jun-1986	2070098	29-Aug-1988	Registered	26
SILICON GRAPHICS	Japan	SGI	6161690	13-Jun-1986	2070097	29-Aug-1988	Registered	11
SILICON GRAPHICS 3D CUBE LOGO	Japan	SGI	6170133	04-Jul-1986	2220787	23-Apr-1990	Registered	11
SILICON GRAPHICS 3D CUBE LOGO	Japan	SGI	6170134	04-Jul-1986	2123818	27-Mar-1989	Registered	26
SILICON GRAPHICS O2	Japan	SGI	925057	07-Mar-1997	4173652	31-Jul-1998	Registered	9
SILICON GRAPHICS ORIGIN	Japan	SGI	10053207	23-Jun-1998	4359334	04-Feb-2000	Registered	9
SILICON STUDIO	Japan	SGI	7107777	18-Oct-1995	4031300	18-Jul-1997	Registered	41
SILICON STUDIO	Japan	SGI	712215	12-Jan-1995	3302835	09-May-1997	Registered	9
SPACE VISION	Japan	NSG	07049163	18-May-1995	4122864	13-Mar-1998	Registered	41

Alias|Wavefront Active Trademark Report and Other Excluded Trademarks

SPACE VISION	Japan	NSG	07049164	18-May-1995	4083108	21-Nov-1997	Registered	42
UPSAFE	Japan	SIG	2000/012837	17-Feb-2000	4485156	22-Jun-2001	Registered	9 & 42
VISO	Japan	SIG	2000/058578	29-May-2000	4476764	25-May-2001	Registered	9
MAYA	United States of America	SIG	75/155039	23-Aug-1996	2241792	27-Apr-1999	Registered	9

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SECURITY INTEREST IN TRADEMARKS

Silicon Graphics, Inc., a Delaware corporation, (the "**Grantor**"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grants to U.S. Bank National Association in its capacity as Trustee (in such capacity herein called "**Secured Party**") under (i) that certain Indenture, dated as of December 24, 2003 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "**Secured Convertible Note Indenture**"), between the Grantor and the Trustee pursuant to which the Grantor issued its 6.50% Senior Secured Notes due 2009 (the "**Secured Convertible Notes**"), and (ii) that certain Indenture, dated as of December 24, 2003 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "**Secured Note Indenture**", and, together with the Secured Convertible Note Indenture, the "**Indentures**"), pursuant to which the Grantor issued its 11.75% Senior Secured Notes due 2009 (the "**Secured Notes**" and, together with the Secured Convertible Notes, the "**Notes**") in an aggregate principal amount of up to \$230,591,000, a continuing security interest in the following property; *provided, however* that such grant of security interest will not include the Excluded Intellectual Property listed on Schedule B hereto:

(i) Each trademark, trademark registration and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages (to the extent not effectively prohibited by an applicable and legally enforceable license agreement) by reason of past, present or future infringement of any trademark or trademark registration listed in Schedule A hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages:

to secure performance of all obligations of Grantor under the Indentures and the Notes and as set out in that certain Intellectual Property Security Agreement dated as of December 23, 2003, between Grantor and the Secured Party (the "**Agreement**").

Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the works of authorship, trademarks, trademark registrations and recordings, and trademark applications made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

(MP) 18583/009/MISC03/trademark.agreement.doc

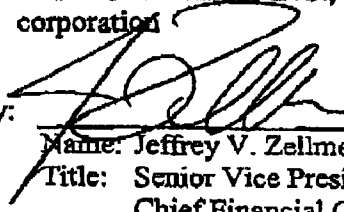
All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Security Interest in Trademarks to be duly executed as of December 23, 2003.

GRANTOR:

SILICON GRAPHICS, INC., a Delaware corporation

By:



Name: Jeffrey V. Zellmer
Title: Senior Vice President and Chief Financial Officer

SECURED PARTY:

U.S. BANK NATIONAL ASSOCIATION, as Trustee

By:

Name: Paula Oswald
Title: Vice President

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Security Interest in Trademarks to be duly executed as of December 23, 2003.

GRANTOR:

SILICON GRAPHICS, INC., a Delaware
corporation

By: _____

Name: Jeffrey V. Zellmer
Title: Senior Vice President and
Chief Financial Officer

SECURED PARTY:

U.S. BANK NATIONAL
ASSOCIATION, as Trustee

By: _____

Name: Paula Oswald
Title: Vice President

Acknowledgement

State of California

SS.

County of San Mateo

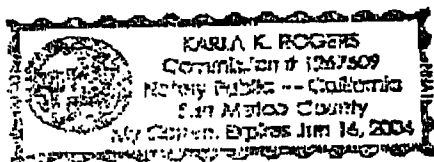
On December 15, 2003, before me, Karla K. Rogers

Date

Notary Public

personally appeared Jeffrey V. Zellmer

Name(s) of Signer(s)



Place Notary Seal Above

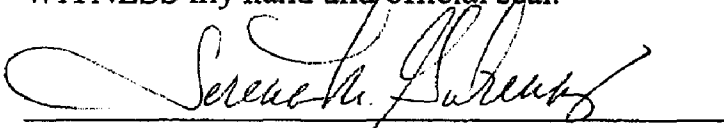
<input checked="" type="checkbox"/>	personally known to me
<input type="checkbox"/>	proved to me on the basis of satisfactory evidence
to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), 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.	
Signature of Notary Public	

Description of Attached Document: Security Interest in Trademarks

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

On December 17, 2003, before me, Serena M. Gutierrez the undersigned notary public in and for said County and State, personally appeared Paula Oswald, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity(ies) and that, by her signature(s) on the instrument, the person(s) or the entity(ies) upon behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.



My commission expires on May 25, 2004



Trademark Name	Country	Registration No.	App. No.	Reg. No.	Reg. Date	Reg. Term	Description
CHALLENGE	US	74/352514	1896812	26-Jan-1993	30-May-1995	9	Computer hardware, computer servers, computer workstations comprising a central processing unit, disk drive and/or CD-ROM drive, keyboard, monitor, mouse, and other computer peripherals, computer software programs relating to the operation of computer workstations and computer servers, and instructional manuals therefor sold as a unit. Application-specific integrated circuits (ASICs) and graphics products for use in advanced computer graphics workstations.
COBALT	US	75/634597		03-Feb-1999		9	
FAILSAFE	US	76/279586	2743739	03-Jul-2001	29-Jul-2003	9	Computer hardware and software for monitoring, diagnosing, and repairing servers, computer applications and computer networks with minimal interruption in service. Integrated circuits and user manuals supplied therewith.
GEOMETRY ENGINE	US	75/587920	1441075	14-Mar-1986	02-Jun-1987	9	Computer programs for use by computer programmers to allow the creation of other computer programs for creating and processing images
IMAGEVISION LIBRARY	US	74/168496	1798517	17-May-1991	12-Oct-1993	9	Computer hardware; computer peripherals; namely, computer monitors, computer disk drives, computer keyboards, computer mouses; and computer workstations comprised of these same goods, in class 9.
INDIGO	US	74/136537	1783257	05-Feb-1991	20-Jul-1993	9	Computer hardware, namely computer graphics subsystems, and instructional manuals sold therefor sold as a unit therewith.
INFINITE REALITY	US	75/049218	2095910	19-Jan-1996	09-Sep-1997	9	Computers and calculating apparatus as well as peripherals therefor.
IRIS	US	72/352782	929992	02-Mar-1970	29-Feb-1972	9	Computer hardware and software for monitoring, diagnosing, and repairing servers, computer applications and computer networks with minimal interruption in service.
IRIS FAILSAFE	US	76/279589		03-Jul-2001		9	Computer software, namely, operating system software, and instructional manuals sold therewith.
IRIX	US	75/212191	2127113	13-Dec-1996	06-Jan-1998	9	Computer software for use in creating, rendering, executing and displaying animation, visual effects, video and computer games, and digital media content, and instructional manuals therefor sold as a unit therewith.
MAYA	US	75/155039	2241792	23-Aug-1996	27-Apr-1999	9	Computer hardware and software related to memory architectures for computer systems.
NUMAFLEX	US	76/110858		15-Aug-2000		9	Computer hardware and software related to memory architectures for computer systems.
NUMALINK	US	76/110851		15-Aug-2000		9	Computer hardware and software related to memory architectures for computer systems.
OZ	US	75/168580	2231093	19-Sep-1996	09-Mar-1999	9	Computer hardware and computer operating system software, and instructional manuals therefor sold as a unit therewith in class 9.
OCTANE	US	75/214146	2168514	13-Dec-1996	23-Jun-1998	9	Computer hardware and instructional manuals therefor sold as a unit therewith.
ONYX	US	74/352513	1935775	26-Jan-1993	14-Nov-1995	9	Computer hardware, namely computer graphics workstations for use in advanced technical computing comprising a central processing unit, disk drive and/or cd-rom drive, keyboard, monitor, mouse, and other computer peripherals, and instructional manuals therefor.
ONYX2	US	75/158864	2269387	30-Aug-1996	10-Aug-1999	9	Computer hardware, namely, computer graphics workstations for use in advanced technical computing comprising a central processing unit, disk drive and/or cd-rom drive, keyboard, monitor, mouse, and other computer peripherals, and instructional manuals therefor sold as a unit therewith.
OPENGL	US	74/457527	1861701	12-Nov-1993	08-Nov-1994	9	Computer software in the nature of an application programming interface and subroutine interpreter for the purpose of creating, rendering, conveying and displaying two-dimensional and three-dimensional color computer graphics images and documentation and instructional manuals sold as a unit therewith.

Trademark Name	Country	Status	Application No.	Filing Date	Registration No.	Reg. Date	Class	Code
OPENGL LOGO	US	Registered	75/916455	11-Feb-2000	2756592	26-Aug-2003	9 16 35 42	09: Computer software namely, application programming interfaces and subroutine interpreters for the purpose of creating, rendering, conveying and displaying two-dimensional and three-dimensional computer graphics images, graphics primitives and utility programs, graphics libraries for the creation and development of hardware-independent computer graphics applications and 2d and 3d user interfaces; user and instructions manuals in electronic form sold as a unit therewith. 16: Printed matter, namely, newspapers, newsletters, periodicals, books, instructional or teaching materials relating to the use, operation, specification and maintenance of computer hardware and software; user and instruction manuals, other than those in electronic form relating to the use, operation, specification and maintenance of computer hardware and software 35: Licensing of technology and computer hardware and software to others for incorporation into the products of third parties, computer peripheral, video cassette recorders, video tape recorders, video receivers, video monitors, photographic projectors, movie projectors, slide projectors. 42: Research and development of computer technology, hardware and computer code products for others; consultation services relating to instruction set architectures, processor architectures and programming models, computer technology, computer hardware and computer code products; design services for others in the field of computer technology, computer hardware and computer code products; computer code conversion for others in the development, design, modeling, simulation, compiling, de-bugging, verification, construction and interfacing of hardware and code, and computer code descriptive of hardware designs; computer services, namely, providing information via electronic networks, including the global computer network, in the fields of technology, computer hardware and computer code, intellectual property licensing, instruction set architectures, processor architectures, programming models, integrated circuits, chips, semiconductors, chipsets, electrical and electronic equipment, microprocessors, microprocessor cores, macro cells, microcontrollers, application software and operation system software; maintenance and/or repair of computer technology, computer software and computer code software products for others Computer software in the nature of an application programming interface for the purpose of sending, receiving, operating on and interacting with digital media data, and services related to the research and development, implementation, maintenance and support of computer software and application programming interfaces. Computer hardware and instructional manuals therefor sold as a unit therewith. Computer servers and instructional manuals therefor sold as a unit therewith. 09: Computer-based visual simulation, presentation and interaction systems, namely, computer hardware and software, projection displays, input controllers and peripherals that allow participants to interact with real-time, multi-dimensional environments Multi-projector display systems comprised of two or more computer controlled projectors, photographic projectors, slide projectors and/or movie projectors arrayed in a seamless electronic display. 41: Educational services, namely, providing training operation of computer-based visual simulation, presentation and interaction systems 42: Design, construction, installation, assembly and operation services for others, namely, providing others with facilities for computer-based visual simulation, presentation and interaction systems. Computer hardware and instructional manuals therefor sold as a unit therewith.
OPENNL	US	Filed	76/037014	28-Apr-2000	2576637	04-Jun-2002	9	
ORIGIN	US	Registered	75/158865	30-Aug-1996	2498533	16-Oct-2001	9	
ORIGINZOO	US	Registered	75/161678	06-Sep-1996	2475413	30-Jan-2001	9	
REALITY CENTER	US	Filed	75/983314	13-May-1999			9	
REALITY CENTER	US	Registered	75/044756	17-Jan-1996	2621592	17-Sep-2002	9	
REALITY CENTER	US	Filed	75/706196	13-May-1999			41 42	
REALITY MONSTER	US	Registered	75/173429	27-Sep-1996	2220789	26-Jan-1999	9	

Trademark Name	Country	Status	Application No.	Filing Date	Registration No.	Reg. Date	Classes	Goods
SGI	US	Registered	75/574897	22-Oct-1998	2517897	11-Dec-2001	9	Computer systems comprised of computer workstations comprised of computers, computer hardware, and computer peripherals; super computers, servers, computer and video monitors, keyboards, mice, cd-rom drives, disk drives, graphics computer hardware, application-specific integrated circuits (asics), network interface cards and adapters; computer software, namely, operating system software and computer software used for operating personal computers, computer workstations comprised of computers, computer hardware, and computer peripherals; personal digital assistants, super computers, servers, and computer monitors; computer software used to create video games; and application programming interfaces, namely, computer hardware and software featuring sets of routines, protocols and tools for developing computer software; excluding lottery and gaming applications.
SGI (STYLIZED HALF LETTERS)	US	Registered	75/702640	04-May-1999	2579277	11-Jun-2002	9	Computer systems comprised of computer workstations comprised of computers, computer hardware, and computer peripherals; supercomputers, servers, computer and video monitors, keyboards, mice, cd-rom drives, disk drives, graphics computer hardware, application-specific integrated circuits (asics), network interface cards and adapters; computer software, namely, operating system software and computer software used for operating personal computers, computer workstations comprised of computers, computer hardware, and computer peripherals; personal digital assistants, supercomputers, servers, and computer monitors; computer software used to create video games; and application programming interfaces, namely computer hardware and software featuring sets of routines, protocols and tools for developing computer software, excluding lottery and gaming applications.
SGI (STYLIZED)	US	Registered	75/609926	18-Dec-1998	2517956	11-Dec-2001	9	Computer systems comprised of computer workstations comprised of computers, computer hardware, and computer peripherals; supercomputers, servers, computer and video monitors, keyboards, mice, cd-rom drives, disk drives, graphics computer hardware, application-specific integrated circuits (asics), network interface cards and adapters; computer software, namely, operating system software and computer software used for operating personal computers, computer workstations comprised of computers, computer hardware, and computer peripherals; personal digital assistants, supercomputers, servers, and computer monitors; computer software used to create video games; and application programming interfaces, namely, computer hardware and software featuring sets of routines, protocols and tools for developing computer software; excluding lottery and gaming applications.
SILICON GRAPHICS	US	Registered	73/587922	14-Mar-1986	1519576	10-Jan-1989	9	Computer systems comprising some or all of the following: integrated circuits, output displays, input units, computer operating programs and computer programs for conceptual design analysis and simulation of three dimensional objects in color graphics and instructional manuals sold therewith, and printed circuit boards, and parts for all of the foregoing, in class 9.
SILICON GRAPHICS & 3D CUBE LOGO	US	Registered	73/694562	09-Nov-1987	1505659	27-Sep-1988	9	Computer systems comprising some or all of the following: integrated circuits, output displays, input units, computer operating programs and computer programs for conceptual design analysis and simulation of three dimensional objects in color graphics and instructional manuals sold therewith, and printed circuit boards, and parts for all of the foregoing.
SILICON GRAPHICS 3D CUBE LOGO	US	Registered	73/587923	14-Mar-1986	1439837	19-May-1987	9	Computer systems comprising some or all of the following: integrated circuits, output displays, input units, computer programs, and instructional manuals supplied therewith; printed circuit boards, parts and fittings for all the foregoing.
STUDIOZ	US	Registered	75/382034	30-Oct-1997	2268333	10-Aug-1999	9	Computerized units for interactive computer graphic imaging and instruction manuals packaged therewith.
SUPERSERVER	US	Registered	73/643665	09-Feb-1987	1455094	01-Sep-1987	9	Mini supercomputer.

Trademark Name	Country	Status	Application No.	Filing Date	Registration No.	Reg. Date	Class	Goods
UPS SAFE	US	Registered	75/912147	07-Feb-2000	2663825	17-Dec-2002	9 42	09: computer hardware and software for supporting and maintaining the operation of computer systems and networks; computer systems, comprised of computer software, servers, cpus, memory storage units, monitors and modems. 42: computer systems analysis, support, maintenance and up-dating of computer software. Computer workstations, comprising computers with a central processing unit for creating and supporting computer graphics and video.
VIZUAL WORKSTATION (STYLIZED)	US	Registered	75/813510	01-Oct-1999	2391558	03-Oct-2000	9	Computer hardware, namely computer workstations and servers, computer software, namely applications programs for use in hypertext and hypermedia communications, and in creating, displaying, communicating, retrieving, viewing and storing data across wide area and local area networks, peripheral equipment, namely disk drives and graphics subsystems, and instructional manuals therefor sold as a unit therewith.
WEBFORCE	US	Registered	74/635831	17-Feb-1995	2005201	01-Oct-1996	9	Computer hardware, namely computer workstations and servers, computer software, namely applications programs for use in hypertext and hypermedia communications, and in creating, displaying, communicating, retrieving, viewing and storing data across wide area and local area networks, peripheral equipment, namely disk drives and graphics subsystems, and instructional manuals therefor sold as a unit therewith.

Alias|Wavefront Active Trademark Report and Other Excluded Trademarks

Trademark Name	Country	Owner	Application No.	Filing Date	Registration No.	Registration Date	Status	Classes
3DEC LOGO	United States of America	A W	76/160470	07-Nov-2000			Filed	38
3DECEMBER	United States of America	A W	76/160471	07-Nov-2000			Filed	38
3DECEMBER.COM	United States of America	A W	76/160472	07-Nov-2000			Filed	38
A LOGO	Canada	ALIAS	658524	18-May-1990	386663	12-Jul-1991	Registered	
ALIAS	Canada	A W	658429	18-May-1990	392055	20-Dec-1991	Registered	
ALIAS	Canada	ALIAS	563361	27-May-1986	339683	29-Apr-1988	Registered	
ALIAS	United States of America	A W	76/052045	19-May-2000			Filed	9
ALIAS & DESIGN	Canada	ALIAS	563360	27-May-1986	339682	29-Apr-1988	Registered	
ALIAS RESEARCH	Canada	ALIAS	523320	07-Jun-1984	312298	14-Mar-1986	Registered	
ALIAS/1	Canada	A W	523319	07-Jun-1984	312817	04-Apr-1986	Registered	
ALIAS WAVEFRONT LOGO	United States of America	A W	75/941855	10-Mar-2000			Filed	9 42
CAN YOU IMAGINE	Canada	A W	1042115	06-Jan-2000			Filed	
CAN YOU IMAGINE	United States of America	A W	76/081740	30-Jun-2000			Filed	9 42
CREATE WHAT'S NEXT AND DESIGN	Canada	A W	1082467	10-Nov-2000			Filed	
CREATE WHAT'S NEXT AND DESIGN	United States of America	A W	76/165144	15-Nov-2000			Filed	9 42
DESIGN STUDIO LOGO	Canada	A W	1034609	02-Nov-1999			Filed	
DESIGN STUDIO LOGO	United States of America	A W	75/839877	04-Nov-1999			Filed	9 41 42
DESIGNSTUDIO	Canada	A W	1034608	02-Nov-1999			Filed	

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Trademark Name	Country	Owner	Application No.	Filing Date	Registration No.	Registration Date	Status	Classes
DESIGNSTUDIO	United States of America	A W	75/839878	04-Nov-1999			Filed	9 41 42
PORTFOLIO WALL	United States of America	A W	76/165143	15-Nov-2000			Filed	9 41 42
STUDIO TOOLS LOGO	Canada	A W	1083208	17-Nov-2000			Filed	
STUDIO TOOLS LOGO	United States of America	A W	76/184604	22-Dec-2000			Filed	9 42
Z RAYS AND DESIGN	Canada	A W	1084901	30-Nov-2000			Filed	
Z RAYS AND DESIGN	United States of America	A W	76/184603	22-Dec-2000			Filed	9 42
Z-RAYS	Canada	A W	1058136	08-May-2000			Filed	
Z-RAYS	United States of America	A W	76/057130	25-May-2000			Filed	9 42

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Trademark Name	Country	Owner	Application Number	Filing Date	Registration Number	Registration Date	Status	Classes
CRIMSON	Japan	SGI	04014900	17-Feb-1992	2663819	31-May-1994	Registered	11
GEOMETRY ENGINE	Japan	SGI	6161688	13-Jun-1986	2138689	30-May-1989	Registered	11
GEOMETRY ENGINE	Japan	SGI	6161691	13-Jun-1986	2071045	29-Aug-1988	Registered	26
INDIGO	Japan	SGI	81700/91	05-Aug-1991	2708442	31-Jul-1995	Registered	26
INDIGO	Japan	SGI	81699/91	05-Aug-1991	2631617	31-Mar-1994	Registered	11
INDY	Japan	SGI	05-103674	13-Oct-1993	3347810	19-Sep-1997	Registered	9
IRIS	Japan	SGI	63-116452	13-Oct-1988	2722886	29-Aug-1997	Registered	26
IRIX	Japan	SGI	06-077587	29-Jul-1994	3275775	04-Apr-1997	Registered	9
OCTANE	Japan	SGI	9112003	28-Apr-1997	4180344	21-Aug-1998	Registered	9
ONYX	Japan	SGI	541177	22-Apr-1993	3213874	31-Oct-1996	Registered	9
OPENGL	Japan	SGI	06031164	29-Mar-1994	3223371	29-Nov-1996	Registered	9
OPENGL LOGO	Japan	SGI	2000/69902	22-Jun-2000			Filed	9 16 35
POWERED BY SILICON GRAPHICS	Japan	SGI	7110777	25-Oct-1995	4148617	22-May-1998	Registered	41
REALITY CENTER	Japan	SGI	11114648	14-Dec-1999			Filed	9 41 42
SGI	Japan	SGI	07-013882	17-Feb-1995	4013993	20-Jun-1997	Registered	9
SGI (STYLIZED)	Japan	SGI	11052669	14-Jun-1999	4426373	20-Oct-2000	Registered	9
SGI SILICON GRAPHICS	Japan	SGI		17-Feb-1999			Filed	9
SILICON GRAPHICS	Japan	SGI	6161693	13-Jun-1986	2070098	29-Aug-1988	Registered	26
SILICON GRAPHICS	Japan	SGI	6161690	13-Jun-1986	2070097	29-Aug-1988	Registered	11
SILICON GRAPHICS 3D CUBE LOGO	Japan	SGI	6170133	04-Jul-1986	2220787	23-Apr-1990	Registered	11
SILICON GRAPHICS 3D CUBE LOGO	Japan	SGI	6170134	04-Jul-1986	2123818	27-Mar-1989	Registered	26
SILICON GRAPHICS O2	Japan	SGI	925057	07-Mar-1997	4173652	31-Jul-1998	Registered	9
SILICON GRAPHICS ORIGIN	Japan	SGI	10053207	23-Jun-1998	4359334	04-Feb-2000	Registered	9
SILICON STUDIO	Japan	SGI	7/107777	18-Oct-1995	4031300	18-Jul-1997	Registered	41
SILICON STUDIO	Japan	SGI	7/2215	12-Jan-1995	3302835	09-May-1997	Registered	9
SPACE VISION	Japan	NSG	07049163	18-May-1995	4122864	13-Mar-1998	Registered	41

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SPACE VISION	Japan	NSG	07049164	18-May-1995	4083108	21-Nov-1997	Registered	42
UPSAFE	Japan	SGI	2000/012837	17-Feb-2000	4485156	22-Jun-2001	Registered	9 & 42
VISO	Japan	SGI	2000/058578	29-May-2000	4476764	25-May-2001	Registered	9
MAYA	United States of America	SGI	75/155039	23-Aug-1996	2241792	27-Apr-1999	Registered	9

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