



100908452

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

1. Name of conveying party(ies):

Sentryl Software Corporation
(formerly Panorama Software Corporation)

- 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 Amendment to Security Agreement
- Merger
- Change of Name

Execution Date: October 15, 1998

2. Name and address of receiving party(ies)

Name: NationsCredit Commercial Corporation
Internal Address: Suite 950
Street Address: 10880 Wilshire Blvd.
City: Los Angeles State: CA ZIP: 90024

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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 patent number(s):

A. Trademark Application No.(s)

75-515534
75-509381
75-509383
75-471512

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Ms. Patricia Marquez

Internal Address:

Brobeck, Phleger & Harrison LLP

Street Address: One Market

Spear Street Tower

City: San Francisco State: CA ZIP: 94105

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481
02 FC:482

40.00 DP
75.00 DP

DO NOT USE THIS SPACE

1156

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.

Patricia Marquez
Name of Person Signing

Patricia Marquez
Signature

11/13/98
Date

4

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

AMENDMENT TO PATENT AND TRADEMARK SECURITY AGREEMENT

This Amendment to Patent and Trademark Security Agreement (this "Amendment"), dated as of October 15, 1998, is executed by Greyrock Capital (formerly Greyrock Business Credit), a Division of NationsCredit Commercial Corporation ("GC"), having its principal offices at 10880 Wilshire Boulevard, Suite 950, Los Angeles, CA 90024, and Sentryl Software Corporation (formerly Panorama Software Corporation), a Delaware corporation (the "Grantor"), having its principal offices at 2121 S. El Camino Real, 11th Floor, San Mateo, CA 94402.

RECITALS

WHEREAS, Grantor and GC entered in a certain Loan and Security Agreement, dated as of December 9, 1997 (the "Loan Agreement"); and

WHEREAS, in connection with the Loan Agreement Grantor and GC entered into a certain Patent and Trademark Security Agreement dated as of December 9, 1997 (the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, Grantor granted to GC a security interest in certain "Collateral" including certain trademarks; and

WHEREAS, GC and Grantor wish to amend the Security Agreement to include certain additional trademarks.

NOW, THEREFORE, GC and Grantor agree as follows:

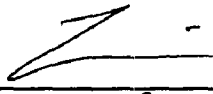
1. Capitalized terms used but not defined in this Amendment shall have the meanings set forth in the Security Agreement.
2. The Security Agreement is amended by supplementing the list of trademarks and trademark registrations set forth in Exhibit A to the Security Agreement by adding the additional trademarks and trademark registrations set forth in Schedule A hereto.
3. GC may record this Amendment with the United States Patent and Trademark Office, at the expense of Grantor.

4. Except as herein expressly amended and supplemented, all of the terms and provisions of the Security Agreement shall continue in full force and effect and the same are hereby ratified and confirmed.

IN WITNESS WHEREOF, the parties have executed this Amendment on the date first written above.

Grantor:

SENTRYL SOFTWARE CORPORATION

By:  LINDA L. WINE
Title: CEO & PRESIDENT

GC:

GREYROCK CAPITAL,
A DIVISION OF NATIONSCREDIT
COMMERCIAL CORPORATION

By:  _____
Title: _____

Schedule "A"

to Amendment to Patent and Trademark Security Agreement

Sentryl Software Corporation

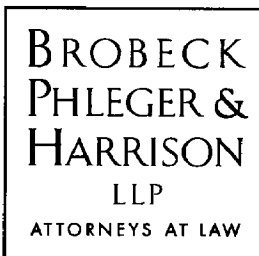
REGISTERED TRADEMARKS

<u>Trademark</u>	<u>Registration Date</u>	<u>Registration No.</u>
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PENDING TRADEMARKS

<u>Trademark</u>	<u>Filing Date</u>	<u>Serial No.</u>
STARMAN	July 8, 1998	75-515534
STARVAULT	June 26, 1998	75-509381
STARMANAGER	June 26, 1998	75-509383
SENTRYL	April 21, 1998	75-471512

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WRITER'S DIRECT DIAL: (415) 979-2996
EMAIL: pmarquez@brobeck.com



SPEAR STREET TOWER
ONE MARKET
SAN FRANCISCO
CALIFORNIA 94105
www.brobeck.com

November 13, 1998

Via U.S. Mail - Certified

U.S. Patent and Trademark Office
Office of Public Records
Crystal Gateway 4
Room 335
Washington, DC 20231

Re: Sentryl Software Corporation

Ladies and Gentlemen:

Enclosed for recordation is a Trademarks Cover Sheet, together with a copy of the Amendment to Patent and Trademark Security Agreement. Also enclosed is our firm check in the amount of \$115.00 to cover the recordation fee. If you should have any questions regarding the enclosed documents, please contact me. Thank you.

Very truly yours,

Patricia Marquez
Legal Assistant

Enclosures

cc: Elizabeth Khachigian, Esq.