

RE

11-20-1998



100904542

MRD 11-2-98

To the Assistant Commissioner for Patents: Please send documents or copy thereof:

1. Name of conveying Party(ies)
CENTURA SOFTWARE CORPORATION
975 Island Drive
Redwood Shores, CA 94065

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of California

Other _____

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

2. Name and address of receiving party(ies):

Name: Coast Business Credit a division of Southern Pacific Bank

Internal Address
 Street Address: 12121 Wilshire Blvd., Suite 1111
 City: Los Angeles State: CA Zip Code: 90025

General Partnership
 Limited Partnership
 Corporation-State of California
 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)

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 19, 1998

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No(s).
See Schedule 1-B

Additional numbers _____

B. Trademark Registration No(s)
See Schedule 1-A

attached? Yes No.

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

Name: Deborah Bailey-Wells
 Internal Address: Baker & McKenzie

Street Address: 2 Embarcadero Center, Suite 2400

City: San Francisco State CA Zip: 94111

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41).....\$ 440.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-0397

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

11/23/1998 JSH/DAZZ 00000015 020397 2109800
01 FC:481 40.00 CH
02 FC:482 400.00 CH

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.

Deborah Bailey-Wells
Name of Person Signing

Deborah Bailey-Wells
Signature

10/27/98
Date

Total number of pages comprising cover sheet 8

CERTIFICATE OF MAILING

I, hereby certify that this Document is being deposited with the United States Postal Service as first class mail in an envelope addressed to Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513 on 10/27-98
October 27, 1998
Cheryl Drake

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

| <u>Trademark</u> | <u>Jurisdiction</u> | <u>Reg. Date</u> | <u>Reg. No.</u> |
|-----------------------------|---------------------|------------------|-----------------|
| CENTURA | FEDERAL | 10/28/97 | 2,109,880 |
| GUPTA POWERED AND DESIGN | FEDERAL | 5/21/96 | 1,975,403 |
| QUICKOBJECTS | FEDERAL | 6/10/97 | 2,070,176 |
| GUPTA | FEDERAL | 11/21/95 | 1,936,423 |
| CENTURA | FEDERAL | 8/6/96 | 1,991,620 |
| QUEST | FEDERAL | 4/21/92 | 1,684,124 |
| SQLTALK | FEDERAL | 2/20/90 | 1,583,504 |
| SQLGATEWAY | FEDERAL | 4/11/89 | 1,534,045 |
| SQLWINDOWS | FEDERAL | 103/89 | 1,558,816 |
| SQLHOST | FEDERAL | 5/16/89 | 1,539,046 |
| SQLROUTER | FEDERAL | 4/18/89 | 1,535,082 |
| SQLBASE | FEDERAL | 12/8/97 | 1,468,090 |
| EDITWINDOWS | FEDERAL | 8/9/94 | 1,849,111 |
| TEAMWINDOWS | FEDERAL | 9/6/94 | 1,852,965 |

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

| <u>Trademark</u> | <u>Jurisdiction</u> | <u>Date Filed</u> | <u>Serial No.</u> |
|-----------------------|---------------------|-------------------|-------------------|
| CENTURA | FEDERAL | 10/20/97 | 75-381,112 |
| CENTURA AND DESIGN | FEDERAL | 6/17/96 | 75-120,437 |
| CENTURA RANGER | FEDERAL | 1/3/96 | 75-038,756 |

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of January 19, 1998, is executed by Centura Software Corporation, a California corporation ("Borrower"), in favor of Coast Business Credit®, a division of Southern Pacific Bank, a California corporation ("Lender").

A. Pursuant to a Loan and Security Agreement dated as of the date hereof ("Loan Agreement") between Borrower and Lender, Lender 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 Lender; and

D. Pursuant to the Security Agreement, Borrower has granted to Lender 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 Lender 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 Lender 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.

Lender's address is:

Coast Business Credit, a division of Southern Pacific Bank
12121 Wilshire Boulevard, Suite 1111
Los Angeles, California 90025
Attention: Division Manager
Telephone: (310) 820-6681
Telecopy: (310) 826-2884

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

"GRANTOR"

CENTURA SOFTWARE CORPORATION,
a California corporation,

By: John Bowman
Name: John Bowman
Title: CFO

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN MATEO)

On January 14 1998 , before me, JOHN A. RUSSELL
(Name and Title of Officer)

personally appeared JOHN BOWMAN

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.

John A. Russell
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 DESCRIPTION OF ATTACHED DOCUMENT

- Individual
- Corporate Officer

| | |
|--|----------------------------------|
| | |
| Title(s) | Title Or Type Of Document |
| <input type="checkbox"/> Partner(s) <input type="checkbox"/> Limited <input type="checkbox"/> Attorney-In-Fact <input type="checkbox"/> General | |
| <input type="checkbox"/> Trustee(s) | Number Of Pages |
| <input type="checkbox"/> Guardian/Conservator | |
| <input type="checkbox"/> Other: _____ | Date Of Document |
| Signer is representing: Name Of Person(s) Or Entity(ies) | |
| | Signer(s) Other Than Named Above |