

05-27-1999

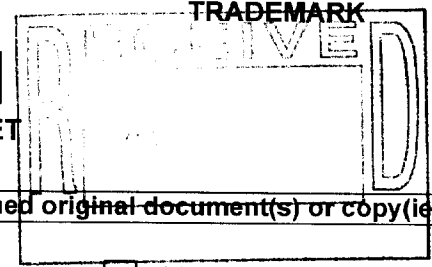
MRD

8-19-99



101048396

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name **Shaman Pharmaceuticals, Inc.**

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization **Delaware**

Receiving Party

Mark if additional names of receiving parties attached

Name **MMC/GATX Partnership No.1**

DBA/AKA/TA

Composed of

Address (line 1) **Four Embarcadero Center, Suite 2200**

Address (line 2)

Address (line 3)

San Francisco

City

CA,

State/Country

94111

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization **California**

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001902 FRAME: 0940

00000103 232415
05/26/1999 8 11:51
01 FC:481
02 FC:481

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(650) 493-9300

Name

Michelle F. Severin

Address (line 1)

Wilson Sonsini Goodrich & Rosati

Address (line 2)

650 Page Mill Road

Address (line 3)

Palo Alto, CA 94304-1050

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

5

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

756647383

75646918

75647382

1,988,757

75662220

75669557

Number of Properties

Enter the total number of properties involved.

#

6

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

165.00

Method of Payment:

Deposit Account

Enclosed

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

23-2415 Attn: 22913-008

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Andrew J. Hirsch

Name of Person Signing



Signature

5/17/99

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
 General Partnership
 Limited Partnership
 Corporation
 Association
 Other
 Citizenship/State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
 General Partnership
 Limited Partnership
 Corporation
 Association
 Other
 Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of May 5, 1999, is executed by SHAMAN PHARMACEUTICALS, INC., a Delaware corporation ("Debtor"), in favor of MMC/GATX PARTNERSHIP NO.I, (the "Secured Party").

A. Pursuant to a Second Amendment to the Loan and Security Agreement, dated as of April 30, 1999 among Debtor and the Secured Party, the Secured Party has agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth in the Loan and Security Agreement, as amended, which terms and conditions are hereby incorporated herein as if fully set forth herein.

B. Debtor 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. Schedules 1-A and 1-B hereof constitutes a complete list, as of the date hereof, of U.S. registrations and applications for registrations, respectively, of Trademarks in or to which Debtor has any right, title, interest, claim or demand. After the date hereof, Debtor shall provide written notice to the Secured Party, of any addition or change which is necessary to be made to Schedules 1-A and 1-B in order to maintain such schedules' completeness or accuracy, and, further, Debtor shall provide such notice to the Secured Party within a reasonable period of time following the date of the event that is the basis for such addition or change, but in no case later than ninety (90) days following the date of such event.

D. Debtor hereby grants to the Secured Party a security interest in all right, title and interest of Debtor 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 Loan Agreement;

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

Debtor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Loan Agreement.

Secured Party address: MMC/GATX PARTNERSHIP NO. I
 c/o GATX Capital Corporation
 Four Embarcadero Center, Suite 2200
 San Francisco, CA 94111

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

SHAMAN PHARMACEUTICALS, INC.

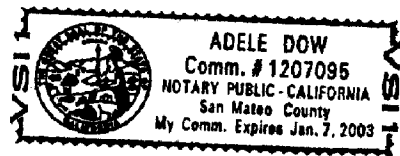
By: [Signature]
Name: LISA A. Conte
Title: President + CEO

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF CALIFORNIA)
)
COUNTY OF San Mateo)

On May 10, 1999 before me, Adele Dow,
Notary Public of the State of California, personally appeared
Lisa A. Conte, 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 her/her/their authorized
capacity(ies), and that by his/her/their signature(s) on such instrument the person or entity on
behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.



Signature [Signature]

(Seal)

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
Shaman Botanicals	02-24-99	75647383
SB-300	02-24-99	75646918
SP-303	02-24-99	75647382
EthnoEssentials	03-17-99	75662220
Crolief	03-29-99	75669557

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Mark</u>	<u>Registration Date</u>	<u>Registration Number</u>
Shaman Pharmaceuticals	07-23-96	1,988,757