

06-28-1999



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

**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

6-21-99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

06161999

Name **Constellar Corporation**

Formerly

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

Citizenship/State of Incorporation/Organization

California

Receiving Party

Mark if additional names of receiving parties attached

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

DBA/AK/A/T/A

Composed of

Address (line 1) **c/o GATX Capital Corporation**

Address (line 2) **Four Embarcadero Center**

Address (line 3) **San Francisco**
City

California
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

06/25/1999 DMGUYEN 00000265 232415 75232986

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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: 001919 FRAME: 0708

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 **John Mao, Esq.**

Address (line 1) **Wilson Sonsini Goodrich & Rosati, P.C.**

Address (line 2) **650 Page Mill Road**

Address (line 3) **Palo Alto, California 94304-1050**

Address (line 4)

Pages

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

3

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)

75232986	<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"/>

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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

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.

John Mao, Esq.

June 21, 1999

Name of Person Signing

Signature

Date Signed

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of June 16, 1999, is executed by CONSTELLAR CORPORATION, a California corporation ("Debtor"), in favor of MMC/GATX PARTNERSHIP NO. I ("Secured Party").

A. Pursuant to a Loan and Security Agreement, dated as of June 16, 1999 (the "Loan Agreement"), among Debtor and Secured Party, Secured Party has agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein.

B. Debtor has adopted, used and is using the trademarks, more particularly described on Schedule 1-A 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. Schedule 1-A hereof constitutes a complete list, as of the date hereof, of registrations or applications for registrations of Trademarks in or to which Debtor has any right, title, interest, claim or demand. After the date of the Loan Agreement, the terms and provisions of which are hereby incorporated herein as if fully set forth herein, Debtor shall provide written notice to Secured Party, in accordance with the provisions of Section 10.5 of the Loan Agreement, of any addition or change which is necessary to be made to Schedule 1-A in order to maintain such schedules completeness or accuracy, and, further, Debtor shall provide such notice to 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 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 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 Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Loan Agreement.

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

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

CONSTELLAR CORPORATION

By: 

Name: NICHOLAS BIRTLES

Title: President & CEO

SCHEDULE 1-A
TO GRANT OF SECURITY INTEREST IN
TRADEMARKS

REGISTRATION NUMBER	REGISTRATION DATE

TRADEMARK APPLICATIONS

DESCRIPTION	APPLICATION NUMBER	APPLICATION DATE
Constellar (Class 9)	75/232, 986	January 28, 1997

1148075.1

RECORDED: 06/21/1999

TRADEMARK
REEL: 001919 FRAME: 0712