

11-23-1999



101205582

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

11-15

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **Tufan, Inc.**

11051999

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 c/o Meier Mitchell & Company**

DBA/AKA/TA

Composed of

Address (line 1) **4 Orinda Way, Suite 200-B**

Address (line 2)

Address (line 3)

Orinda
City

California
State/Country

94563
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

11/23/1999 DMUYEN 00000060 232415 75711783

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 100.00 CH

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: 001991 FRAME: 0193

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 extension 4629

Name

Kathleen Huryn, 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)

75711783

75737938

75737937

1882835

2024264

Number of Properties

Enter the total number of properties involved.

5

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 140.00

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.

Kathleen Huryn, Esq.

November 15, 1999

Name of Person Signing

Signature

Date Signed

GRANT OF SECURITY INTEREST

TRADEMARKS

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

A. Pursuant to a Security Agreement, dated as of November 5, 1999 (as amended, modified or otherwise supplemented from time to time, the "*Agreement*"), between Debtor and Secured Party, the Secured Party has agreed to extend credit 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 A annexed hereto as a 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. 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 list 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 Agreement.

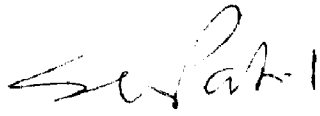
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Trademarks described on Schedule A hereto.

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 Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Secured Party's address is: MMC/GATX Partnership No. I
c/o Meier Mitchell & Company
4 Orinda Way, Suite 200-B
Orinda, California 94563

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

TUFAN, INC.

By: 
Name:
Title: President

SCHEDULE A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Mark</u>	<u>Registration Date</u>	<u>Registration Number</u>
Autoplan II	3/7/95	1,882,835
Autoteam	12/17/96	2,024,264

<u>Mark</u>	<u>Application Date</u>	<u>Application Number</u>
Aspirian	5/21/99	75-711,783
Aspirian	6/24/99	75-737,938
Aspirian	6/24/99	75-737,937

November 15, 1999

VIA EXPRESS MAIL

Assistant Commissioner of Trademarks
Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

**Re: Request for Recordation of Grant of Security Interest in Trademarks
Our Reference: Tufan, Inc. (22913.020)**

Dear Assistant Commissioner:

Enclosed for filing is a copy of the Grant of Security Interest (consisting of three (3) pages) and an executed recordation cover sheet for the marks listed therein. The Assistant Commissioner is authorized to charge the fees which may be required to Deposit Account Number 23-2415 ATTN: 22913-020.

Please date-stamp the extra copy of the Recordation Form Cover Sheet and return it in the self addressed stamped envelope included as proof of the recording of the Request for Recordation of Grant of Security Interest in Trademarks to Laura E. Karassik at the address shown below :

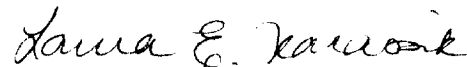
Laura E. Karassik
Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
Palo Alto, CA 94304

A duplicate copy of this letter and filings are included for your accounting purposes.

If you have any questions, please telephone me at your convenience at (650) 493-9300 ext. 6224. Thank you for your attention to this matter.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation



Laura E. Karassik
Corporate Paralegal

Enclosures
cc: Kathleen D. Huryn, Esq.

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