



03-29-2000



Tab settings

MRD 3/28/00

To the Honorable Commissioner of Patent

101284161

Send original documents or copy thereof.

1. Name of conveying party(ies):

E-ASSIST.NET, INC.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Grant of Security Interest
- Merger
- Change of Name

Execution Date:

2. Name and address of receiving party(ies)

MMC/GATX Partnership No. 1

Name: Silicon Valley Bank

Internal Address: c/o GATX Capital Corp.

Street Address: Four Embarcadero Center

22nd Floor

City: San Francisco State: CA ZIP: 94111

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)

See attached Schedule I-A

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: Christopher Delyani

Internal Address: Legal Department

GATX Capital Corporation

Street Address: Four Embarcadero Center

22nd Floor

City: San Francisco State: CA ZIP: 94111

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 285.00

(165 + 120 At-Cost Fee)

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

03/28/2000 TTON11 00000183 75832636

DO NOT USE THIS SPACE

01 FC:481 40.00 DP

02 FC:482 125.00 DP

03 FC:483 120.00 DP

I, Christopher Delyani, do hereby certify that the foregoing information is true and correct and any attached copy is a true copy of the original document.

Christopher Delyani

Name of Person Signing

*Christopher Delyani*

Signature

March 27, 2000

Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK REEL: 002009 FRAME: 0197

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>
1. e-assist	75/832,636	10/26/99
2. ICSX	75/832,635	10/26/99
3. Internet Customer Service Exchange	75/832,634	10/26/99
4. Dot.com expertise exceeding dot.customer expectations—Period!	TBD	TBD
5. The last mile for your digital business.	TBD	TBD
6. Nanogratication	TBD	TBD

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<b>Trademark Application</b>	<b>Application Number</b>	<b>Application Date</b>
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# GRANT OF SECURITY INTEREST

## TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of January 10, 2000, is executed by E-ASSIST.NET, INC., a Delaware corporation (“Debtor”), in favor of MMC/GATX PARTNERSHIP NO. I and SILICON VALLEY BANK (“Secured Parties”).

A. Pursuant to a Loan and Security Agreement, dated as of January 10, 2000 (the “Agreement”) among Debtor and the Secured Parties, the Secured Parties have agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein;

B. Debtor owns the registered trademarks, service marks (and applications and registrations therefor), of the United States, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof (collectively, the “Trademarks”);

C. Pursuant to the Agreement, Debtor has granted to Secured Parties a security interest in all right, title and interest of Debtor in and to the Trademarks, together with associated goodwill, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the “Collateral”), to secure the prompt 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 Parties 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 Parties 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.

Secured Parties' addresses are:           MMC/GATX Partnership No. I  
  c/o Meier Mitchell & Company  
  Four Orinda Way, Suite 200-B  
  Orinda, California 94563

Silicon Valley Bank  
3003 Tasman Drive  
Santa Clara, CA 95054

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

E-ASSIST.NET, INC.

By:



Name: Dan Plashkes  
Title: President & CEO