

REC'D

02-08-2000



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings 000

To the Honorable Commissioner of Patents

101261560

Send original documents or copy thereof.

1. Name of conveying party(ies):

asterion.com, Inc.

DEC 26

- Individual(s)
- General Partnership
- Corporation-State
- Other

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: 11-5-99

2. Name and address of receiving party(ies)

COMDISCO, INC.

Name: _____

Internal Address: LEGAL DEPT

Street Address: 6111 N. RIVER RD.

City: ROSEMONT State: IL ZIP: 60018

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

If assignee is not domiciled in the United States, a domestic representative designator is attached? Yes No

(Designators 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

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

Additional numbers attached? Yes No

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

Name: COMDISCO, INC.

Internal Address: LEGAL DEPT

Attn: Nancy O'Connor

Street Address: ONE POST ST, SUITE 2675

City: SAN FRANCISCO State: CA ZIP: 94104

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41) \$400.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

02/07/2000 DNGUYEN 00000205 75799070

01 FC:48
02 FC:48

40.00 DP
225.00 DP

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.

NANCY O'CONNOR

Name of Person Signing

Nancy O'Connor
Signature

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

Mail documents to be recorded with required cover sheet information to:

Refund Ref: 02/07/2000 DNGUYEN 00000205-48

12/11/99
Total: \$135.00
CHECK Refund

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of November 5, 1999, is executed by asterion.com, inc., a Delaware corporation ("Debtor"), in favor of Comdisco, Inc., a Delaware corporation ("Secured Party").

A. Pursuant to a Subordinated Loan and Security Agreement, dated as of November 5, 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, or has a bona fide intent to use 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. Pursuant to the Loan Agreement, Debtor has granted to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks now owned or hereafter acquired, 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 Secured 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 Secured 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, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Secured Party's address is: Comdisco, Inc.
6111 North River Road
Rosemont, Illinois 60018
Attn: Venture Group

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

asterion.com, inc.

By:  _____

Name: _____

Title: _____