



MRD
3-27-00

101329757

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 **Synchrony Communications, Inc.**

Execution Date
Month Day Year
03022000

Formerly **a Delaware corporation**

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

Receiving Party

Mark if additional names of receiving parties attached

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

DBA/AKA/TA **c/o GATX Capital Corporation**

Composed of

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

Address (line 2)

Address (line 3)

San Francisco

CA/USA

94111

City

State/Country

Zip Code

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

04/24/2000 ISHBAZZ 00000041 75758521

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
100.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:

TRADEMARK

REEL: 002057 FRAME: 0835

FORM PTO-1618E

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U.S. Department of Commerce
Patent and Trademark Office

Expires 06/30/99
OMB 0651-0027

TRADEMARK

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

(925) 254-9520

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

Address (line 1) **c/o Meier Mitchell & Company**

Address (line 2) **Four Orinda Way, Suite 200B**

Address (line 3) **Orinda, CA 94563**

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)

75758521	75762884	75887009	<input type="text"/>	<input type="text"/>	<input type="text"/>
75887000	75887241	<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.

5

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 125.00

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:

#

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.

Maureen C. Dellinger
Associate Counsel, GATX Capital Corp.,
general partner of MMC/GATX Partnership No. 1

Maureen C. Dellinger

3-24-00

Name of Person Signing

Signature

Date Signed

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of March 2, 2000, is executed by SYNCHRONY COMMUNICATIONS, INC., a Delaware corporation ("Debtor"), in favor of MMC/GATX PARTNERSHIP NO. I ("Secured Party").

A. Pursuant to a Loan and Security Agreement, dated as of March 2, 2000 (the "Agreement") by and between 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 therein:

B Debtor owns the registered trademarks and 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 Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with associated goodwill, and all proceeds hereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Agreement (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 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 Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

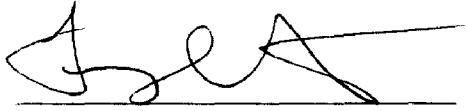
Secured Party's address is: MMC/GATX Partnership No. I
 c/o Meier Mitchell & Company
 Four Orinda Way, Suite 200-B
 Orinda, California 94563

With a copy to:
MMC/GATX Partnership No. I
c/o GATX Capital Corporation
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

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

SYNCHRONY COMMUNICATIONS, INC.

By:



Name: LARRY E. MUSTANO

Title: CFO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Registration Number	Registration Date
NONE		

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Trademark Application	Application Number	Application Date
Application for Registration of an Intent-to-Use Service Mark, Class 38, Mark: SYNCHRONY	75/758,521	July 22, 1999
Application for Registration of an Intent-to-Use Service Mark, Class 38, Mark: S DESIGN	75/762,884	July 29, 1999
Application for Registration of an Intent-to-Use Service Mark, Class 38, Mark: INTELLIGENT INTERACTION CENTER	75/887,009	January 4, 2000
Application for Registration of an Intent-to-Use Service Mark, Class 38, Mark: INTELLIGENT INTERACTION MANAGEMENT	75/887,000	January 4, 2000
Application for Registration of an Intent-to-Use Service Mark, Class 38, Mark: ERM	75/887,241	January 4, 2000