

08-23-2000



101440729

**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

Execution Date
Month Day Year

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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

08/23/2000 MTHA11 00000070 75662811

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 175.00 OP

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:

TRADEMARK
REEL: 002124 FRAME: 0052

FORM PT-1618B

Page 2

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. I**

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.

4

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)

75662811	75467858	75734811	<input type="text"/>	<input type="text"/>	<input type="text"/>
75368545	75734808	75467565	<input type="text"/>	<input type="text"/>	<input type="text"/>
75655968	75655139	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

8

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 215.00

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 Corporation,
general partner of
MMC/GATX Partnership No. I

Maureen C. Dellinger

7-26-00

Name of Person Signing

Signature

Date Signed

04-13-2000



101300308

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

*MRO
3/16/00*

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- 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

Execution Date
Month Day Year

Name **Manage.com, a California corporation**

02282000

Formerly

- 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

Composed of

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

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

Address (line 3)

Orinda

CA/USA

94563

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.)
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- Other
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40.00 DP
175.00 DP

04-13-2000 0000308 75662011

~~01-FC-481~~ ~~02-FC-482~~ ~~01-FC-481~~ ~~02-FC-482~~

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~~175.00 DP~~

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REEL: 002124 FRAME: 0054

FORM PTO-1618B

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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

Name

Address (line 1)

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Address (line 3)

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Registration Number(s)

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<input type="text" value="75368545"/>	<input type="text" value="75734808"/>	<input type="text" value="75467565"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75655968"/>	<input type="text" value="75655139"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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Fee Amount

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\$

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 Corporation
Name of Person Signing

Maureen C. Dellinger
Signature

March 8, 2000
Date Signed

Trademark Applications

U.S. Trademark Name	File Date	Appl. Number
E-MANAGEMENT FOR E-BUSINESS	08-Mar-99	75/662,811
FRONTLINE MANAGER	14-Apr-98	75/467,858
MANAGE ON DEMAND	23-Jun-99	75/734,811
MANAGE.COM	06-Oct-97	75/368,545
MANAGE.COM E.M	23-Jun-99	75/734,808
MANAGEMENT-ON-DEMAND	14-Apr-98	75/467,565
MANAGEMENTPORTAL	08-Mar-99	75/655,968
MPORTAL	08-Mar-99	75/655,139

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of February 28, 2000, is executed by MANAGE.COM, 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 February 28, 2000 (the "Agreement") among 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, 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 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 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 Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

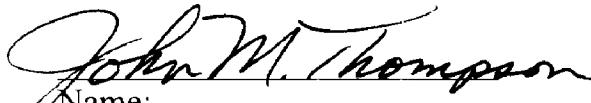
Secured Party's address is:

MMC/GATX Partnership No. I
c/o Meier Mitchell & Company
Four Orinda Way, Suite 200-B
Orinda, California 94563

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.

MANAGE.COM

By: 
Name:
Title: *VP Finance & 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
SEE ATTACHED LIST		