

09-14-2000



101456407

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

*MMS  
F. 22. a*

**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
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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)

09/13/2000 INHUYEN 00000294 75929800

FOR OFFICE USE ONLY

01 FC:481  
02 FC:482

40.00 OP  
125.00 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: 002135 FRAME: 0423**

FORM PTO-1618B

Expires 06/30/99  
OMB 0651-0027

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U.S. Department of Commerce  
Patent and Trademark Office

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

(415) 955-3200

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

Address (line 1) **c/o GATX Capital Corporation**

Address (line 2) **Four Embarcadero Center, Suite 2200**

Address (line 3) **San Francisco, California 94111**

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

# 5

**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)**

75929800	75925962	75929801	<input type="text"/>	<input type="text"/>	<input type="text"/>
75929802	75793278	75793279	<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.

# 6

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 165.00

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. 1

Name of Person Signing

*Maureen C. Dellinger*  
Signature

Signature

August 21, 2000

Date Signed

TRADEMARK

REEL: 002135 FRAME: 0424

# GRANT OF SECURITY INTEREST

## TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of June 28, 2000, is executed by UACCESS (D/B/A/ SHOPTALK, 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 June 28, 2000 (the "Agreement") 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, 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 Parties 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. 1  
c/o Meier Mitchell & Company  
Four Orinda Way, Suite 200-B  
Orinda, California 94563

With a copy to:

MMC/GATX Partnership No. 1  
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.

UACCESS, INC. (D/B/A SHOPTALK, INC.)

By: 

Name: Thomas PETERSON  
Title: COO & SECRETARY

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>
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SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<b>Trademark Application</b>	<b>Application Number</b>	<b>Application Date</b>
MYSHOPTALK	75/929800	February 28, 2000
SHOPTALK	75/925962	February 22, 2000
SHOPTALKER	75/929801	February 28, 2000
SHOPTALKING	75/929802	February 28, 2000
UACCESS (design logo)	75/793278	September 7, 1999
UACCESS	75/793279	September 7, 1999