

09-14-2000



M. J. ...

101456408
**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

070700

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

09/13/2000 BNGUYEN 00000293 76056060

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 150.00 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: 0440

FORM PTO-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

(415) 955-3200

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

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) **Attn: Contract Administration**

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)

76056060	76056058	76056059	<input type="text"/>	<input type="text"/>	<input type="text"/>
76056065	76056066	76056061	<input type="text"/>	<input type="text"/>	<input type="text"/>
76056071	<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.

7

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 190.00

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
Name of Person Signing

Maureen C. Dellinger
Signature

August 21, 2000
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional 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

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

Silicon Valley Bank

DBA/AKA/TA

Composed of

Address (line 1)

Attention: Legal

Address (line 2)

3003 Tasman Drive

Address (line 3)

Santa Clara

City

California/USA

State/Country

95054

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
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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)

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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of July 7, 2000, is executed by ARCHIVE INC. (F/K/A ARCHIVE.COM, 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 July 7, 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 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

With a copy to:

 MMC/GATX Partnership No. I
 C/o GATX Capital Corporation
 Four Embarcadero Center, Suite 2200
 San Francisco, CA 94111


And

Silicon Valley Bank
3003 Tasman Drive
Santa Clara, CA 95054
Attention: Legal

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

ARCHIVE INC. (F/K/A ARCHIVE.COM, INC.)

By:


Name: JAMES A. McARTHUR
Title: C.E.O.

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Registration Number	Registration Date
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SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Trademark Application	Application Number
ADIS	76/056,060
Logo Design	76/056,058
Transaction Archiving	76/056,059
The Archive Network	76/056,065
Archive B2B	76/056,066
Archive & Design	76/056,061
ISM	76/056,071