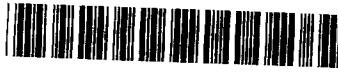


09-28-2000



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TRADEMARKS ONLY

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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 **Digital Archaeology Corporation, a Kansas corporation**

Execution Date
Month Day Year
06/30/00

Formerly

75131601

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

Receiving Party

Mark if additional names of receiving parties attached

Name **Meier Mitchell & Company**

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

FOR OFFICE USE ONLY

09/27/2000 BBYRME 00000008 75131601

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

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

TRADEMARK
REEL: 002149 FRAME: 0269

FORM PTO-1618B

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OMB 0651-0027

Page 2

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 **Meier Mitchell & Company**

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

Address (line 2) **ATTN: Contract Administration**

Address (line 3) **Four Embarcadero Center, Suite 2200**

Address (line 4) **San Francisco, CA 94111**

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)

75131601	75690888	75572835
75713523	75571227	75788252
75819061	75788258	

Registration Number(s)

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
In-House Counsel

Maureen C. Dellinger
Signature

September 20, 2000
Date Signed

Name of Person Signing

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of June 30, 2000, is executed by DIGITAL ARCHAEOLOGY CORPORATION, a Kansas corporation ("Debtor"), in favor of MEIER MITCHELL & COMPANY ("Secured Party").

A. Pursuant to a Loan and Security Agreement, dated as of June 30, 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 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: Meier Mitchell & Company
Four Orinda Way, Suite 200-B
Orinda, California 94563

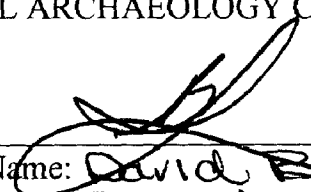
With a copy to:

Meier Mitchell & Company
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.

DIGITAL ARCHAEOLOGY CORPORATION

By:


Name: David B. Frankland
Title: President + CEO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Registration Number	Registration Date
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NONE

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Trademark Application	Application Number	Application Date
Digital Archaeology	75/131601	July 9, 1996
Digital Archaeology Discovery Suite	75/690888	April 26, 1999
Digital Excavator	75/572835	October 19, 1998
Digital Explorer	75/713523	May 25, 1999
X-Set	75/571227	July 13, 1996
Flexible Knowledge Management	75/788252	August 30, 1999
Miscellaneous Design (DA logo or swoosh)	75/819061	October 8, 1999
What do you want to Know... Today!	75/788258	August 30, 1999

S:\MDellinger\Digital Archaeology\Digital Trademarks (Execution).DOC (2415)

RECORDED: 09/21/2000

**TRADEMARK
REEL: 002149 FRAME: 0273**