

04-03-2001

FORM PTO-1618A

Expires 06/30/99
OMB 0651-0027



101667213

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

4-5-01

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 **STSN General Holdings, Inc.**

12/29/00

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name **GATX Telecom Investors IV, L.L.C.**

DBA/AKA/TA

Composed of

Address (line 1) **Four Embarcadero Center**

Address (line 2) **Suite 2200**

Address (line 3) **San Francisco**

City

CA

State/Country

94111

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 **Limited Liability Company**

Citizenship/State of Incorporation/Organization

Delaware

FOR OFFICE USE ONLY

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: 002262 FRAME: 0529

Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

FORM PTO-1618B

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

Name **Eric Han (Paralegal)**

Address (line 1) **Wilson Sonsini Goodrich & Rosati, P.C.**

Address (line 2) **650 Page Mill Road**

Address (line 3) **Palo Alto, California 94304-1050**

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)

76/089.900	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ **40.00**

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:

**23-2415
(23500.008)**

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.

ERIC HAN
Name of Person Signing



Signature

1/3/01
Date Signed

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of December 29, 2000, is executed by STSN General Holdings, Inc., a Delaware corporation ("Grantor"), in favor of GATX TELECOM INVESTORS IV, L.L.C. ("Secured Party").

A. Pursuant to a Senior Secured Loan Agreement, dated as of December 29, 2000 (the "Loan Agreement"), among STSN, Inc. ("Parent"), the subsidiaries of Parent party thereto (collectively, the "Subsidiaries," and together with Parent, the "Borrowers") and Secured Party, Secured Party has agreed to extend certain credit facilities to Borrowers upon the terms and subject to the conditions set forth therein.

B. Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Grantor has entered into a Security Agreement dated the date hereof (the "Security Agreement") in favor of Secured Party; and

D. Pursuant to the Security Agreement, Grantor has granted to Secured Party a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Grantor 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: **GATX Telecom Investors IV, L.L.C.**
Four Embarcadero Center
Suite 2200
San Francisco, CA 94111

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

STSN General Holdings, Inc.

By: [Signature]

Name: William B. West

Title: President

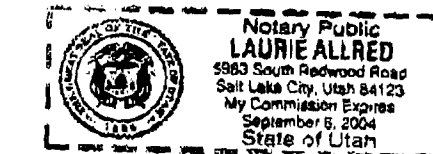
STATE OF CALIFORNIA Utah

COUNTY OF Salt Lake

On December 29, 2000, before me, Laurie Allred personally appeared William B. West, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in her/his/their authorized capacity(ies), and that by his/her/their signature(s) on such instrument the person or entity on behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.

Signature Laurie Allred



(Seal)

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST**TRADEMARKS**

Mark	Registration Date	Registration No.
N/A	N/A	N/A

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST**TRADEMARK APPLICATIONS**

Mark	Application Date	Application No.
Traveler's Edge	7/13/00	76/089,900