



05-09-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Cetacean Networks, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other 5-1-01
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **April 18, 2001**

2. Name and address of receiving party(ies)

GATX Ventures, Inc.

Name: _____

Internal Address: _____

Street Address: **3687 Mt. Diablo Blvd., #200**

City: **Lafayette** State: **CA** Zip: **94549**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
76/083,244 **76/255,544** **76/225,878**
76/225,542 **76/225,541**
76/225,543 **76/226,994**

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: RedFox

Internal Address: _____

Street Address: 2001 Jefferson Davis Hwy
Suite 1207

City: Arlington State: VA Zip: 22202

6. Total number of applications and registrations involved: _____

7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

190E

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Gizelle Barany, In-House Counsel
for GATX Ventures, Inc.

Name of Person Signing

Gizelle Barany
Signature

April 27, 2001

Date

5

Total number of pages including cover sheet, attachments, and document:

05/08/2001 6TON11 00000390 76083244

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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

Form PTO-1594
Continuation of Item 2

Silicon Valley Bank
c/o Silicon Valley Bank East
One Newton Executive Park, Suite 200
2221 Washington Street
Newton, MA 02462

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of April 18, 2001, is executed by CETACEAN NETWORKS, INC. a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC. and SILICON VALLEY BANK (each individually a "Secured Party" and collectively "Secured Parties").

A. Pursuant to a Loan and Security Agreement, dated as of April 18, 2001 (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 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 Party addresses are:

GATX Ventures, Inc.
3687 Mount Diablo Blvd., Suite 200
Lafayette, California 94549

and

Silicon Valley Bank
c/o Silicon Valley Bank East
One Newton Executive Park, Suite 200
2221 Washington Street
Newton, MA 02462

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

CETACEAN NETWORKS, INC.

By: Paul Barkworth
Name: PAUL BARKWORTH
Title: TREASURER

Cetacean Networks, Inc - Trademarks

Attorney's Docket #	Country	Mark	Serial #	Filing Date	Status	International Class
CETA - T001X1	Singapore	Cetacean	T01/00134Z	01/04/2001	Pending	009
CETA - T001XA	Canada	Cetacean	1,087,820	01/04/2001	Pending	009
CETA - T001Xa	Taiwan	Cetacean	90000291	01/03/2001	Prefiling	009
CETA - T001XEC	EC	Cetacean	2033165	01/03/2001	Pending	009
CETA - T001XF	Japan	Cetacean	2001-000139	01/05/2001	Pending	009
CETA - T001XG	Australia	Cetacean	861951	01/03/2001	Pending	009
CETA - T001XS	China	Cetacean	2001003276	01/04/2001	Pending	009
CETA - T001XX	USA	Cetacean	76/083,244	07/05/2000	Pending	009
CETA - T002XX	USA	Realtime IP	76/225,542	03/16/2001	Pending	038
CETA - T003XX	USA	Realtime Internet	76/225,543	03/16/2001	Pending	038
CETA - T004XX	USA	Voicetime IP	76/255,544	03/16/2001	Pending	038
CETA - T005XX	USA	Schedule Switch Router	76/225,541	03/16/2001	Pending	038
CETA - T006XX	USA	Schedule Agent	76/226,994	03/16/2001	Pending	038
CETA - T007XX	USA	Schedule Endpoint	76/225,878	03/16/2001	Pending	038