

05-09-2001

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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)

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

1. Name of conveying party(ies):

DepoMed, Inc.

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

Additional name(s) of conveying party(ies) attached?  Yes  No  
4-27-01

3. Nature of conveyance:

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

Execution Date: **March 29, 2001**

2. Name and address of receiving party(ies)

Name: **GATX Ventures, Inc.**

Internal Address: **N/A**

Street Address: **3687 Mt. Diablo Blvd., Ste. 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)  
**75666114 76115233**

B. Trademark Registration No.(s)  
**2112593**

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence

**RETURN TO:  
FEDERAL RESEARCH CORP.  
400 SEVENTH STREET NW  
SUITE 101  
WASHINGTON DC 20004**

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41).....\$ **90.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

**90E**

(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.

**Maureen C. Dellinger, In-House  
Counsel for GATX Ventures, Inc.**

Name of Person Signing

Signature *Maureen C. Dellinger*

**April 25, 2001**

Date

Total number of pages including cover sheet, attachments, and document: **4**

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

TRADEMARK  
REEL: 002290 FRAME: 0635

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of March 29, 2001, is executed by DEPOMED, INC., a California corporation ("Debtor"), in favor of GATX VENTURES, INC. ("Secured Party").

A. Pursuant to a Loan and Security Agreement, dated as of March 29, 2001 (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 Party 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.

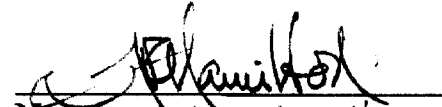
Secured Party's address is:                   GATX Ventures, Inc.  
  3687 Mount Diablo Blvd., Suite 200  
  Lafayette, California 94549

with a copy to:

GATX Ventures, Inc.  
16 Munson Road  
Farmington, CT 06032

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

DEPOMED, INC.

By:   
Name: John F. Hamilton  
Title: VP + CFO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

**Registration Number**

2112593

**Registration Date**

11/11/1997

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

**Application Number**

75666114

76115233

**Application Date**

3/23/1999

8/22/2000