

6-6-01

06-15-2001

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

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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): Silicon Access Networks, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: GATX Ventures, Inc. Internal Address: Attn: Contract Administration Street Address: 3687 Mt. Diablo Blvd. Suite 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: May 29, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78/016,589 78/001,887 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: Levy, Small & Lallas Internal Address: Attn: Sebastian Camua Street Address: 815 Moraga Drive City: Los Angeles State: CA Zip: 90049

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): Enclosed Authorized to be charged to deposit account 8. Deposit account number: (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. Sebastian Camua Signature Date: 06/05/01

Total number of pages including cover sheet, attachments, and document: 5

06/14/2001 LMUELLER 00000124 78016589 01 FC:481 40.00 OF 02 FC:482 25.00 OF

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

TRADEMARK REEL: 002310 FRAME: 0395

Item #2 (continued) (additional Receiving Party):

Transamerica Commercial Finance Corporation
Attn: Legal Department
76 Batterson Park Road
Farmington, Connecticut 06032-2571

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of May 29, 2001, is executed by SILICON ACCESS NETWORKS, INC. ("Debtor"), in favor of in favor of GATX VENTURES, INC. and TRANSAMERICA COMMERCIAL- FINANCE CORPORATION ("Secured Parties").

A. Pursuant to a Loan and Security Agreement dated as of May 29, 2001 (collectively, the "Agreement"), among the Debtor and the Secured Parties, the Secured Parties have agreed to extend certain credit facilities to Debtor upon 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 Agreements, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.


Secured Parties' addresses are:

GATX Ventures, Inc.
3687 Mt. Diablo Blvd., Suite 200
Lafayette, CA 94549
Attention: Contract Administration
Fax: (925) 258-6050
PH: (925) 254-6000

Transamerica Commercial Finance Corporation
76 Batterson Park Road
Farmington, CT 06032-2571
Attention: Legal Department
Fax: 860-677-6766
PH: 860-409-4548

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

SILICON ACCESS NETWORKS,
INC.

By: 
Name: Steve Valenzuela
Title: CFO

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	Application Date
Iflow	78/016,589	
Silicon Access Networks	78/001,887	