

6-8-01



06-14-2001



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

RE 101751861 TRADEMARKS ONLY

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

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

1. Name of conveying party(ies): Megisto Systems, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies) Name: GATX Ventures, Inc. Internal Address: Suite 200 Street Address: 3687 Mt. Boulevard City: Lafayette State: CA Zip: 94549 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [X] 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 [X] Security Agreement [ ] Change of Name [ ] Other Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/070430 B. Trademark Registration No.(s) Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: GATX Ventures, Inc. Internal Address: Attn: Legal Department Street Address: 16 Munson Road, Fl. 5 City: Farmington State: CT Zip: 06032

6. Total number of applications and registrations involved: 1 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)

06/13/2001 FBI/ATI 00000128 76070430 01 FC:48 40.00 DP

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. John C. Bombara, In-House Counsel for GATX Ventures, Inc. Name of Person Signing [Signature] Signature 6-5-01 Date

Total number of pages including cover sheet, attachments, and document: Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002313 FRAME: 0350

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of May 31, 2001, is executed by MEGISTO SYSTEMS, INC., a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC. ("Secured Party").

A. Pursuant to a Loan and Security Agreement, dated as of the date hereof (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.

**MEGISTO SYSTEMS, INC.**

By:   
Name: ELIZABETH HESS  
Title: TREASURER

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

| <b>Trademark</b> | <b>Registration Number</b> | <b>Registration Date</b> |
|------------------|----------------------------|--------------------------|
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SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

| <b>Trademark Application</b> | <b>Application Number</b> | <b>Application Date</b> |
|------------------------------|---------------------------|-------------------------|
| Megisto                      | 76/070430                 | June 15, 2000           |