

**GRANT OF SECURITY INTEREST
IN TRADEMARKS**

THIS GRANT OF SECURITY INTEREST, dated as of September 4, 2001, is executed by Filanet Corporation, a California corporation ("Debtor"), in favor of Menlo Ventures VII, L.P. as Collateral Agent ("Secured Party").

A. Pursuant to a Security Agreement, dated as of September 4 2001 (the "Security Agreement"), among Debtor and Secured Party, Secured Party has agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein.

B. Debtor 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. Schedules 1-A and 1-B hereof constitute a complete list, as of the date hereof, of registrations or applications for registrations of Trademarks in or to which Debtor has any right, title, interest, claim or demand.

D. Debtor hereby grants to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with the goodwill of the business symbolized by 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, 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 Security Agreement.

Secured Party's address is: Filanet Corporation
 757 N. Pastoria Avenue
 Sunnyvale, CA 94085

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

FILANET CORPORATION

By: *ABD*
Name: Ayner Ben-Dor
Title: CEO

0404449.02

SCHEDULE 1-A TO GRANT OF SECURITY INTERESTTRADEMARKS

<u>Mark</u>	<u>Registration Date</u>	<u>Registration No.</u>
N/A		

SCHEDULE 1-B TO GRANT OF SECURITY INTERESTTRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
FILANET	April 5, 1999	75673908
INTERJAK	August 22, 2000	76114006
DOUBLE ARROW F design	April 5, 1999	75673919