

07-06-2001

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TRADEMARKS ONLY

Form PTO-101 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

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): 6-2901
Netrake Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 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: _____
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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **June 25, 2001**

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

A. Trademark Application No.(s)
78/003073 78/051115
78/025924 78/051110

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

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: _____
3687 Mt. Diablo Boulevard, Suite 200

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

6. Total number of applications and registrations involved: 4

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.
Gizelle Barany, Associate Counsel
for GATX Ventures, Inc.

Name of Person Signing: _____ Signature: *Gizelle Barany* Date: **June 25, 2001**

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

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

Form PTO-1594
Continuation of Item 2



Silicon Valley Bank
3003 Tasman Drive
Santa Clara, CA 95054



GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of June 25, 2001, is executed by NETRAKE CORPORATION, a Texas corporation ("Debtor"), in favor of GATX VENTURES, INC. and SILICON VALLEY BANK ("Secured Parties").

A. Pursuant to a Loan and Security Agreement, dated as of June 25, 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-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 Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Secured Parties' addresses: 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

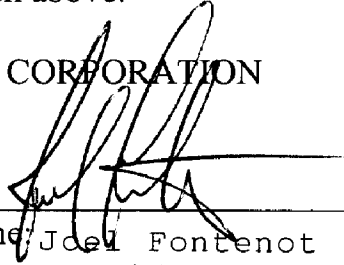
And

Silicon Valley Bank
3003 Tasman Drive
Santa Clara, CA 95054

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

NETRAKE CORPORATION

By:



Name: Joel Fontenot
Title: President



SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Registration Number	Registration Date
NA	NA	NA

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Trademark Application	Application Number	Application Date
NETRAKE	78/003073	4/7/2000
CONTENT AWARE NETWORKING – NOW YOU CAN!	78/025924	9/14/2000
PROGRAMMABLE SERVICE NETWORK	78/051115	3/2/2001
VIRTUAL SERVICE NETWORK	78/051110	3/2/2001