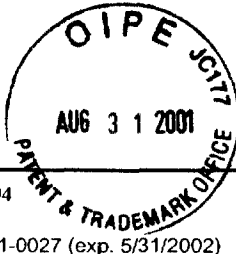


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09-07-2001

Document ID No.: 101725792

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



101837969

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):

Avolent-California, Inc. (f/k/a Avolent, Inc.)

15/16/01

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

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: April 30, 2001

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

A. Trademark Application No.(s)

76044998 75457244 75773061 76133520 75694205 75457243 75772931 75691898 75773461

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

N/A

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:

9

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.

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

Name of Person Signing

Maureen C. Dellinger

Signature

August 29, 2001

Date

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

7

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

TRADEMARK REEL: 002363 FRAME: 0263

**Item 2 – Additional name(s) & address for Receiving Party:**

Silicon Valley Bank  
3003 Tasman Drive  
Santa Clara, CA 95054

05-22-2001



101725792

RECORDATION FORM COVER SHEET  
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)  
Tab settings ⇌ ⇌ ⇌ ▼

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

10-91-5

1. Name of conveying party(ies):

**Avolent-California, Inc.**  
(f/k/a Avolent, Inc.)

- Individual(s)
- General Partnership
- Corporation-State - **California**
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: **April 30, 2001**

2. Name and address of receiving party(ies)

Name: **GATX Ventures, Inc.**

Internal Address: **ATTN: Legal**

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

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

A. Trademark Application No.(s)  
**76044998 75457244 75773061 76133520**  
**75694205 75457243 75772931**  
**75691898 75773461**

B. Trademark Registration No.(s)

N/A

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: \_\_\_\_\_

Internal Address: \_\_\_\_\_

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

6. Total number of applications and registrations involved: \_\_\_\_\_

**9**

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.

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

Name of Person Signing

*Maureen C. Dellinger*  
Signature

**May 14, 2001**

Date

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

05/21/2001 DBYRNE 00000136 76044998

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

01 FC:481 40.00 DP  
02 FC:482 200.00 DP

# GRANT OF SECURITY INTEREST

## TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of April 30, 2001, is executed by AVOLENT-CALIFORNIA, INC. (fka AVOLENT, INC.), a California corporation ("Debtor"), in favor of GATX VENTURES, INC. and SILICON VALLEY BANK ("Secured Parties").

A. Pursuant to a Guaranty and Security Agreement, dated as of January 9, 2001 (the "Agreement") among Debtor and the Secured Parties, Debtor has agreed to grant to Secured Parties the security interests provided for herein;

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.

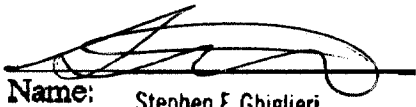
Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Secured Parties' addresses are:           GATX Ventures, Inc.  
  3687 Mt. Diablo Blvd., Suite 200  
  Lafayette, CA 94549

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.

AVOLENT-CALIFORNIA, INC. (fka AVOLENT, INC.),  
A California corporation

By:   
Name: Stephen F. Ghiglieri  
Title: Executive Vice President &  
Chief Financial Officer

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>
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<b>Avolent</b>	76044998	5/9/00
<b>Billcare</b>	75694205	4/27/99
<b>Billcare</b>	75691898	4/27/99
<b>Billcast</b>	75457244	3/26/98
<b>Billcast</b>	75457243	8/11/99
<b>Billcast Payment Browser</b>	75773461	8/11/99
<b>Building Customer Relationships, One Bill at a Time</b>	75773061	8/11/99
<b>Intelliremit</b>	75772931	8/11/99
<b>Bizcast</b>	76133520	9/22/00