

10-23-2001

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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): 10-16-01
Zeevo, 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: **Attention: 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 _____

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

Execution Date: **July 2, 2001**

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)
76/167,150 78/030,222
76/167,619 78/016,453

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: **GATX Ventures, Inc.**
 Internal Address: **Attention: Legal**
 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)..... \$ 115.00
 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. *Maureen C. Dellinger* **October 11, 2001**
 Name of Person Signing Signature Date

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

2. Additional name and address of receiving party(ies):

Transamerica Commercial Finance Corporation
76 Batterson Park Road
Farmington, CT 06032

with a copy to:

Transamerica Commercial Finance Corporation
9399 West Higgins Road, Suite 600
Rosemont, Illinois 60018



GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of July 2, 2001, is executed by ZEEVO, INC., a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC. and TRANSAMERICA COMMERCIAL FINANCE CORPORATION (together, the "Secured Parties").

A. Pursuant to a Loan and Security Agreement, dated as of July 2, 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 the 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 the 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 the 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 Mount Diablo Blvd., Suite 200
Lafayette, California 94549

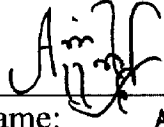
Transamerica Commercial Finance Corporation
76 Batterson Park Road
Farmington, CT 06032

With a copy to:

Transamerica Commercial Finance Corporation
9399 West Higgins Road, Suite 600
Rosemont, Illinois 60018

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

ZEEVO, INC.

By: 
Name: ANIL AGGARWAL
Title: CEO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

None

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Trademark Application	Application Number	Application Date
ZEEVO	76/167,150	November 17, 2000
ZEEVO	76/167,619	November 17, 2000
BLUE SHARK	78/030,222	October 11, 2000
ENABLING PERVASIVE CONNECTIVITY	78/016,453	July 12, 2000