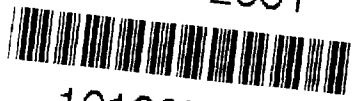


12-27-2001

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

DEPARTMENT OF COMMERCE 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):

Portera Systems

12-20-01

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

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

3. Nature of conveyance:

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

Execution Date: November 14, 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)

~~75/607856~~ 76/030207  
75/609435 76/226099  
76/226668 76/226092  
76/226093

B. Trademark Registration No.(s)

2033043 2455902  
2189725

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: ATTN: Legal

Street Address: 3687 Mt. Diablo Blvd., Suite 200

City: Lafayette State: CA Zip: 94549

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 265.00

- 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*

December 18, 2001

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 6

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

TRADEMARK REEL: 002412 FRAME: 0806

12/26/2001 LMUELLER 0000082 75607156 40.00 DP 02 FC:482

2. Name and address of receiving party(ies):

Transamerica Business Credit Corporation  
76 Batterson Park Road  
Farmington, CT 06032



GRANT OF SECURITY INTEREST  
TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of November 14, 2001, is executed by PORTERA SYSTEMS, a California corporation ("Debtor"), in favor of MMC/GATX PARTNERSHIP NO. I and TRANSAMERICA TECHNOLOGY FINANCE CORPORATION, as successor in interest to TRANSAMERICA BUSINESS CREDIT CORPORATION (collectively, "Secured Parties").

A. Pursuant to a Loan and Security Agreement, dated as of April 14, 2000, as amended from time to time (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 are: MMC/GATX Partnership No. I  
C/o GATX Ventures, Inc.  
3687 Mount Diablo Blvd., Suite 200  
Lafayette, California 94549


Transamerica Business Credit Corporation  
76 Batterson Park Road  
Farmington, CT 06032

With a copy:

Transamerica Business Credit 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.

PORTERA SYSTEMS

By:   
Name: CFO Christine E. Munson  
Title:

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<b>TRADEMARK/ COUNTRY</b>	<b>APPLICATION/ REGISTRATION No.</b>
CONSULTLINK/United States  (Assigned to Portera Systems, California Corp. on 5/17/00)	Application No. 74/704,421  Registration No. 2,033,043
NETIVA/United States  (Assigned to Portera Systems, California Corp. 10/18/00)	Application No. 75/115,259  Registration No. 2,189,725
SERVICEPORT/United States	Application No. 75/582,834  Registration No. 2,455,902

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<b>TRADEMARK/ COUNTRY</b>	<b>APPLICATION/ No.</b>
PORTERA/United States	Application No. 75/607,856
PORTERA/United States	Application No. 75/609,435
PORTERA/United States	Application No. 76/226,668
PORTERA/United States	Application No. 76/226,093

<b>TRADEMARK/ COUNTRY</b>	<b>APPLICATION/ NO.</b>
PORTERA BUSINESS OPERATIONS/United States	Application No. 76/030,207
SERVICEPORT/United States	Application No. 76/226,099
SERVICEPORT/United States	Application No. 76/226,092