



01-10-2002

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

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



Tab settings

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ed original documents or copy thereof.

To the Honorable Commissioner of . . .

1. Name of conveying party(ies): COMSCORE NETWORKS, INC.

- 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: December 27, 2001

2. Name and address of receiving party(ies)

Name: GATX Ventures, Inc. Internal Address: Suite 200 Street Address: 3687 Mt. Boulevard 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) 78/059382 76/148073 75/853102 78/067918 78/059378 78/060387 78/060389 78/060390 76/105534

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: Attn: Legal Department

Street Address: 16 Munson Road, Fl. 5

City: Farmington State: CT Zip: 06032

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41): \$ 240.00

- 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.

John C. Bombara, In-House Counsel for GATX Ventures, Inc.

Signature

December 31, 2001

Date

01/09/2002 DBYRNE N 0000074 78059382

01 FC:481 02 FC:482

40.00 OP 200.00 OP

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

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

TRADEMARK REEL: 002418 FRAME: 0913



GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of December 27, 2001, is executed by COMSCORE NETWORKS, INC., a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC. ("Secured Party").

A. Pursuant to a Loan and Security Agreement, dated as of the date hereof (the "Agreement") among Debtor and the Secured Party, the Secured Party has 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 Party 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 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 Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Secured Party's address is:                   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

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

COMSCORE NETWORKS, INC.

By: CA-12  
Name: *Sec James A. Powers*  
Title: *secretary and v.p.*

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>BPI</b> | 78/059382 | 4/19/2001 |
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| <b>CKP</b> | 76/148073 | 11/16/2000 |
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| <b>COMSCORE</b> | 75/853102 | 11/19/1999 |
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| <b>MARKETSCORE</b> | 78/067918 | 6/7/2001 |
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| <b>NETSCORE</b> | 78/059378 | 4/19/2001 |
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| <b>NETSCORE SITE PROFILER</b> | 78/060387 | 4/25/2001 |
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| <b>NETSCORE TRAFFIC</b> | 78/060389 | 4/25/2001 |
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| <b>NETSCORE TRAFFIC &amp; BUYING</b> | 78/060390 | 4/25/2001 |
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| <b>VOICEFIVE</b> | 76/105534 | 8/8/2000 |
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The following information is to serve as proof of submission of filing at the U.S. Patent and Trademark Office.

Conveying Party: COMSCORE NETWORKS, INC.

Receiving Party: GATX Ventures, Inc.

Type of document: Trademark- Security Agreement

Date filed: January 4, 2002

Filing fee: \$ 240.00

Number of patents in document: 9

Notice of Recordation will be available and forwarded to your attention in approximately 4 to 6 months.