

02-21-2002



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

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):

Instill Corporation

2-14-02

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

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

3. Nature of conveyance:

- Assignment Merger [X] Security Agreement Change of Name Other

Execution Date: January 24, 2002

2. Name and address of receiving party(ies)

Name: GATX Ventures, Inc.

Internal

Address: ATTN: Legal Dept.

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

City: Lafayette State: CA Zip: 94549

- Individual(s) citizenship Association General Partnership Limited Partnership [X] 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? [X] Yes [] No

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

A. Trademark Application No.(s)

See attached

B. Trademark Registration No.(s)

See attached

Additional number(s) attached [X] Yes [] No

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

Name: GATX Ventures, Inc.

Internal Address: ATTN: Legal Dept.

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

City: Lafayette State: CA Zip: 94549

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41) \$

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Maureen C. Dellinger Counsel, GATX Ventures, Inc.

Name of Person Signing

Maureen C. Dellinger

Signature

February 12, 2002

Date

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

02/20/2002 GTOM11 00000103 2012246

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

01 FC:481 02 FC:482

40.00 DP 250.00 OP

TRADEMARK REEL: 002446 FRAME: 0332

Continued:

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

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

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

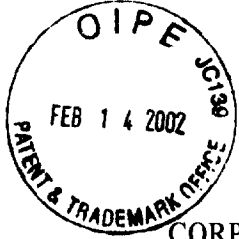
TRADEMARKS

Trademark	Registration Date	Registration Number
E-STORE	10/29/96	2012246
FOODSCAPE	12/19/00	2414557
Miscellaneous Design (Instill Logo)	06/26/01	2463806
INSTILL MARKET INTELLIGENCE	08/28/01	2483192
INSTILL (European Community)	09/17/01	1604123
INSTILL PURCHASE INSIGHT	11/20/01	2509112
INSTILL	11/20/01	2509980

TRADEMARK APPLICATIONS

Trademark Application	Application Number	Application Date
INSTILL PURCHASE WEB	04/28/99	75/693459
INSTILL (Japan)	04/07/00	2000-36660
INSTILL (Canada)	04/07/00	1054466
INSTILL (China)	06/14/00	2000084424

ORIGINAL



GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of January 24, 2002, is executed by INSTILL CORPORATION, a California corporation ("Debtor"), in favor of GATX VENTURES, INC. ("GVI") and TRANSAMERICA TECHNOLOGY FINANCE CORPORATION ("Transamerica") (GVI and Transamerica are collectively, the "Secured Parties").

A. Pursuant to a Venture Loan and Security Agreement dated as of July 23, 1999, as amended from time to time, among Debtor and Secured Parties, and an Equipment Loan and Security Agreement dated as of July 23, 1999, as amended from time to time, among Debtor, GVI and Transamerica (collectively, and as so amended, the "Loan Agreements"), the Secured Parties 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 Loan Agreements, 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 Loan Agreements;

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, as defined in each of the Loan Agreements.

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 Mount Diablo Blvd., Suite 200
Lafayette, California 94549

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


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

INSTILL CORPORATION

By:

Name:

Title:


Eric R. Ludwig
VP and CFO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

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E-STORE	10/29/96	2012246
FOODSCAPE	12/19/00	2414557
Miscellaneous Design (Instill Logo)	06/26/01	2463806
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INSTILL	11/20/01	2509980

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Trademark Application	Application Number	Application Date
INSTILL PURCHASE WEB	04/28/99	75/693459
INSTILL (Japan)	04/07/00	2000-36660
INSTILL (Canada)	04/07/00	1054466
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