

03-19-2002

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

102022185 TRADEMARKS ONL

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.)

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

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

3. Nature of conveyance:

- Assignment, Security Agreement, Other Release of Security Interest, Merger, Change of Name

Execution Date: original agreement 4/30/01

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, 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) Please see attached filing.

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 Dept.

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

City: Lafayette State: CA Zip: 94549

6. Total number of applications and registrations involved:

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

Signature

March 4, 2002

Date

Total number of pages including cover sheet, attachments, and document: 9

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

03/18/2002 AHMED1 00000206 76044998 01 FC:481 40.00 DP 02 FC:482 200.00 DP

TRADEMARK REEL: 002464 FRAME: 0150

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

Silicon Valley Bank
3003 Tasman Drive
Santa Clara, CA 95054

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Registration Number	Registration Date
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SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

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

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.

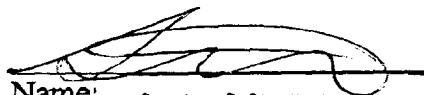
Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully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