

07-18-2002



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

102159715 SHEET TRADEMARKS ONLY

U.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): ManagedStorage International, Inc. 7-15-02
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: Great Hill Investors, LLC
Internal
Address: c/o Great Hill Partners
Street Address: One Liberty Square
City: Boston State: MA Zip: 02109
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other Delaware limited liability company
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other Notice of Security Interest
Execution Date: July 10, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See attached schedule

B. Trademark Registration No.(s) See attached schedule

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Miriam J. Rovner
Internal Address:
07/17/2002 BTOM11 00000197 75574701
40.00/DP
400.00/DP
Street Address: Goodwin Procter LLP
Exchange Place, 53 State Street
City: Boston State: MA Zip: 02109

6. Total number of applications and registrations involved: 17
7. Total fee (37 CFR 3.41) \$ 440.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number: 07-1700

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FINANCE SECTION

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9. Signature.
David M. Belcher
Name of Person Signing
Signature
July 15, 2002
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

101810-137959 1703-181

TRADEMARK REEL: 002545 FRAME: 0049

SCHEDULE 2-A

TRADEMARKS

<u>TRADEMARK</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>	<u>REGISTRATION NO.</u>
Powerbak	75574701	10/22/98	2451514
Rex the Dog Design	75574707	10/22/98	2446819
Gridworks	78077900	8/7/01	
Gridcontrol	78078007	8/7/01	
Gridadmin	78077971	8/7/01	
Storagegrid	76216910	2/27/01	
Gridmon	76231670	3/28/01	
Gridlink	76231276	3/28/01	
Divarchive	76402613	4/30/02	
Gridexchange	76231669	3/28/01	
Gridcast	76217031	2/27/01	
Gridbak	76216761	2/27/01	
Gridzone	76216760	2/27/01	
Gridwatch	76217038	2/27/01	
Gridspan	76216759	2/27/01	
Gridpath	76216758	2/27/01	
EStorage for eBusiness	75874781	12/17/99	2437730

NOTICE OF SECURITY INTEREST

(Trademarks)

WHEREAS, ManagedStorage International, Inc., a Delaware corporation (herein referred to as “Assignor”), has adopted, used and is using the trademarks listed on the annexed Schedule 2-A, which trademarks are registered in the United States Patent and Trademark Office, or are applications pending in the United States Patent and Trademark Office (the “Trademarks”);

WHEREAS, Assignor is obligated to the Investors (as defined in the Agreement) pursuant to the Notes (as defined in the Agreement) and has entered into a Security Agreement dated the date hereof (the “Agreement”) with Great Hill Investors, LLC (the “Assignee”), as collateral agent for the Investors; and

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee for the benefit of the Investors a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registration thereof, and all proceeds thereof, including, without limitation, 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 any obligation owed to the Investors pursuant to the Notes, or any other document now or hereafter owing by the Assignor (the “Obligations”).

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further grant to Assignee a security interest in, and

mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations (or any guaranty thereof) now or hereafter owing by the Assignor.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as is fully set forth herein.

Assignee's address is c/o Great Hill Partners, One Liberty Square, Boston, MA 02109.

[Signature Page to Follow]

IN WITNESS WHEREOF, Assignor has caused this Notice of Security Interest to be

duly executed by its officer thereunto duly authorized as of JULY 10, 2002

MANAGEDSTORAGE
INTERNATIONAL, INC.

By: Thomas P. Sweeney III
Name: Thomas P. Sweeney III
Title: Chief Executive Officer

[STATE OF COLORADO])

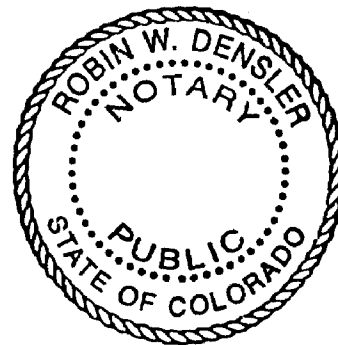
[COUNTY OF BOULDER])

On this 10 day of JULY, 2002 before me appeared THOMAS PSWEENEY III to me personally known, who, being by me duly sworn, did depose and say that he is the Chief Executive Officer of ManagedStorage International, Inc., the corporation named in and which executed the foregoing instrument; that being duly authorized he did execute the foregoing instrument on behalf of the corporation therein named; and that the foregoing instrument is the free and authorized act and deed of said corporation.

Given under my hand and seal in BOULDER COLORADO, this 10 day of JULY, 2002.

Notary Public Robin W. Densler

My commission Expires: 10-14-2002
(Seal)



My Commission Expires 10/14/2002