

10-23-02

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

F 10-23-2002

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



102257680

To the Honorable Commissioner of Patents

Send original documents or copy thereof.

1. Name of conveying party(ies):

Octave Communications, 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: October 17, 2002

2. Name and address of receiving party(ies)

Name: GATX Ventures, Inc.

Internal Address: Suite 200

Street Address: 3687 Mt. Diablo 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)

76/398626

B. Trademark Registration No.(s)

2,480,376

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, FL5

City: Farmington State: CT Zip: 06032

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41):

\$65.00

- 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.

Jim Shaughnessy, In-House Counsel for GATX Ventures, Inc.

Name of Person Signing

Signature

October 18, 2002

Date

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

10/24/2002 6TON11 00000047 76398626

01 FC:8521

40.00 OP

02 FC:8522

25.00 OP

TRADEMARK REEL: 2603 FRAME: 0930

# GRANT OF SECURITY INTEREST

## TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of October 17, 2002, is executed by OCTAVE COMMUNICATIONS, INC., a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC. ("Secured Party").

A. Pursuant to a Venture 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.

OCTAVE COMMUNICATIONS, INC.

By:

  
Name: Brian R. Day  
Title: CFO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>
"Octave Communications"	2,480,376	10/5/98

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<b>Trademark Application</b>	<b>Application Number</b>	<b>Application Date</b>
Octave Logo	76/398626	4/22/02