

02-06-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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J.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): 2-6-03 Cardeon Corporation
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: GATX Ventures, Inc. Internal Address: Suite 200 Street Address: 3687 Mt. Diablo Blvd. 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: As of January 29, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2535228, 2415128, 2261520
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: James W. Shaughnessy Street Address: 16 Munson Road City: Farmington State: CT Zip: 06032

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41): \$90.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. James W. Shaughnessy, In-House Counsel Name of Person Signing Signature Date 1/29/03
Total number of pages including cover sheet, attachments, and document:

02/07/2003 6TON11 00000055 2535228

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40.00 OP 50.00 OP

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

TRADEMARK REEL: 002665 FRAME: 0455

Form PTO-1594
Continuation of Item 2

Silicon Valley Bank
3003 Tasman Drive
Santa Clara, CA 95054
Attn: Buzz Kreppel

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of January 29, 2003, is executed by CARDEON CORPORATION, a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC. and SILICON VALLEY BANK (collectively, "Secured Party").

A. Pursuant to a Venture Loan and Security Agreement dated as of the date hereof (the "Agreement") among Debtor and Secured Party, 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

and:

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.

CARDEON CORPORATION

By: Deryl Banks
Name: Deryl Banks
Title: CFO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Registration Number	Registration Date
Cardeoneural	2535228	
CNPB	2415128	
Cardeon	2261520	

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Trademark Application	Application Number	Application Date
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