

02-14-2003

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



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

Handwritten initials: 2-14-03

102366590

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
ECHOPASS 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: Attn: Legal Department

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 20, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 75/863797;
 75/863798
 B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 2

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.
 Suite 200
 City: Lafayette State: CA Zip: 94549

7. Total fee (37 CFR 3.41).....\$ 65⁰⁰

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

02/18/2003 DBYRNE 00000019 75863797
 01 FC:8521
 02 FC:8522

9. Signature. 40.00 OP
 25.00 OP

GATX VENTURES, INC.
 Maureen C. Dellinger, counsel
 Name of Person Signing

Maureen C. Dellinger
 Signature

February 12, 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

TRADEMARK
 REEL: 002671 FRAME: 0664

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

Transamerica Technology Finance Corporation
76 Batterson Park Road
Farmington, CT 06032-2571

Silicon Valley Bank
Attn: General Counsel
3003 Tasman Drive
Santa Clara, CA 95054

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of December 20, 2002, is executed by ECHOPASS CORPORATION, a Delaware corporation ("**Debtor**"), in favor of GATX VENTURES, INC., as Administrative Agent and as a Lender, TRANSAMERICA TECHNOLOGY FINANCE CORPORATION, as a Lender and SILICON VALLEY BANK, as a Lender (collectively referred to herein as "**Secured Parties**").

A. Pursuant to a Loan and Security Agreement, dated as of November 13, 2000 (as amended from time to time in writing, the "**Agreement**") among Debtor and Secured Parties, the Secured Parties have agreed to extend certain credit accommodations 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 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.

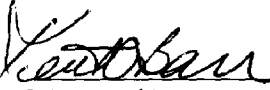
Secured Parties' addresses are: GATX Ventures, Inc.
3687 Mount Diablo Blvd., Suite 200
Lafayette, California 94549

Transamerica Technology Finance Corporation
76 Batterson Park Road
Farmington, CT 06032-2571

Silicon Valley Bank
3003 Tasman Drive
Santa Clara, CA 95054
Attn: General Counsel
Fax: 408-496-2419
PH: 408-654-7400

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

ECHOPASS CORPORATION

By: 
Name: Keith Barr
Title: President + COO

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
ECHOCENTER	75/863797	12-3-99
ECHOPASS	75/863798	12-3-99