

02-14-2003



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

102365974

ET 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:

Accrue Software, Inc.

2-10-03

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation - State of Delaware
☐ Other _____

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Grant of Security Interest ☐ Change of Name
☐ Other _____

Execution Date: February 4, 2003

2. Name and address of representative of receiving parties:

Name: Sterling Payot Capital, LP
 Street Address: 65 Cloudview Road
 City: Sausalito State: California Zip: 94965
☒ Limited Partnership

Additional names & addresses listed below ☒ Yes ☐ No

Name: Robert M. Smelick
 Street Address: 65 Cloudview Road
 City: Sausalito State: California Zip: 94965

☒ Individual(s) citizenship of United States

Name: RS Orphan Fund, LP
 Street Address: 388 Market Street
 City: San Francisco State: California Zip: 94111

☒ Limited Partnership

Name: RS Orphan Offshore Fund, LP
 Street Address: 388 Market Street
 City: San Francisco State: California Zip: 94111

☒ Limited Partnership of Cayman Islands

Name: Elizabeth W. Korrell
 Street Address: 2607 Ninth Avenue West
 City: Seattle State: Washington Zip: 98119

☒ Individual(s) citizenship of United States

4. Application number(s) or registration number(s):

A. Trademark Application Nos.:

B. Trademark Registration Nos.:

2,241,805
2,261,354
2,456,065

Additional number(s) attached ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Linda G. Henry, Esq.

Street Address: Fenwick & West LLP
Silicon Valley Center
801 California Street

City: Mountain View State: CA Zip: 94041

6. Total number of applications and registrations involved: 37. Total fee (37 CFR 3.41).....\$90.00

☒ Enclosed and

☒ Authorized to be charged to deposit account, if necessary

8. Deposit account number:

52-0261

(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.

Linda G. Henry
 Name of Person Signing

[Signature]
 Signature

February 10, 2003

Date

Total number of pages including cover sheet, attachments, and document: 5

5 Express Mail mailing label No. EV 2557467574
 Date of Deposit 2/10/03

02/13/2003 ECOOPER 00000155 2241805

01 FC:0521
 02 FC:0522

40.00 OP
 50.00 OP

Mail documents to be recorded with required cover sheet information to certify that this paper or fee is being deposited with the Commissioner of Patent & Trademarks, Box Assignments, Washington, D.C. 20231

United States Postal Service "Express Mail Postal Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to Assistant Commissioner for Trademark, 2900 Crystal Dr. Arlington, VA 22202-3513.

LA TRADEMARK WHITEYN
 Type or Print Name of Person Mailing Paper or Fee
 REEL: 002671 FRAME: 0830

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Accrue Software, Inc., a Delaware corporation (“the Grantor”) with principal offices at 48634 Milmont Drive, Fremont, CA 94538-7353, hereby grants to Sterling Payot Capital, LP with principal offices at 65 Cloudview Road, Sausalito, CA 94965, Robert M. Smelick with principal offices at 65 Cloudview Road, Sausalito, CA 94965, RS Orphan Fund, LP with principal offices at 388 Market Street, San Francisco, CA 94111, RS Orphan Offshore Fund, LP with principal offices at 388 Market Street, San Francisco, CA 94111 and Elizabeth W. Korrell with principal offices in 2607 Ninth Avenue West, Seattle WA (collectively, the “Grantee”), a security interest in (i) all of the Grantor’s right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the “Marks”) set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

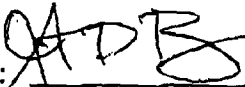
THIS AGREEMENT is made to secure the satisfactory performance and payment of all the obligations of the Grantor under the Senior Secured Promissory Notes issued by the Grantor to the Grantee, dated as of February 4, 2003 (the “Notes”). Upon the occurrence of a Conversion (as defined in the Notes) or payment of all amounts payable under the Notes, the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Agreement.

This Agreement has been granted in conjunction with the security interest granted to the Grantee under the Notes. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Notes, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Notes, the provisions of the Notes shall govern.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 4th
day of February 2003.

ACCRUE SOFTWARE
as Grantor

By: 
Name: Jonathan D. Becker
Title: President & CEO

SIGNATURE PAGE TO GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

TRADEMARK
REEL: 002671 FRAME: 0832

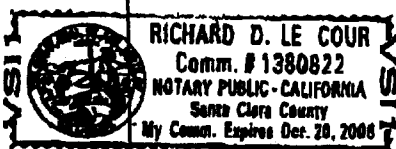
State of California

County of Alameda

On February 10, 2003 before me, Richard D. Le Cour, personally appeared Jonathan D. Becker

personally known to me - OR - proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) ~~is~~ are subscribed to the within instrument and acknowledged to me that ~~he~~ ~~she~~ ~~they~~ executed the same in ~~his~~ ~~her~~ ~~their~~ authorized capacity(~~ies~~), and that by ~~his~~ ~~her~~ ~~their~~ signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf of which the person(~~s~~) acted, executed the instrument.



Witness my hand and official seals.



SIGNATURE OF NOTARY

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 4th day of February 2003.

ROBERT M. SMELICK

as Grantee

By: 

Robert M. Smelick

STERLING PAYOT CAPITAL, LP

as Grantee

By: 

Robert M. Smelick, General Partner

RS ORPHAN OFFSHORE FUND, LP

as Grantee

By: _____

Paul H. Stephens, Investment Advisory

RS ORPHAN FUND, LP

as Grantee

By: _____

Paul H. Stephens, Investment Advisory

ELIZABETH W. KORRELL

as Grantee

By: _____

Elizabeth W. Korrell

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as Grantee

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Robert M. Smelick


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ELIZABETH W. KORRELL
as Grantee

By: _____
Elizabeth W. Korrell

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as Grantee

By: _____
Paul H. Stephens, Investment Advisory

RS ORPHAN FUND, LP
as Grantee

By: _____
Paul H. Stephens, Investment Advisory

ELIZABETH W. KORRELL
as Grantee

By:  _____
Elizabeth W. Korrell

SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
ACCRUE	2,241,805	8/27/1999
ACCRUE INSIGHT	2,261,354	7/13/1999
Capital "A" with Swirl Design	2,456,065	5/29/2001