

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



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

102452421

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

1. Name of conveying party(ies): Citadon, 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: 05/14/2003

2. Name and address of receiving party(ies)

Name: Please see Attachment A.

Internal Address: Please see Attachment A.

Street Address: Please see Attachment A.

City: Please see Attachment A. State: Zip:

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) Please see Attachment B.

B. Trademark Registration No.(s) Please see Attachment B.

Additional number(s) attached Yes No

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

Name: Elizabeth Holmes Internal Address: Orrick, Herrington & Sutcliffe LLP Street Address: 1020 Marsh Road City: Menlo Park State: CA Zip: 94025

6. Total number of applications and registrations involved:

28

7. Total fee (37 CFR 3.41) \$ 715

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Elizabeth Holmes Name of Person Signing

Signature

05/19/2003 Date

12

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

05/21/2003 DBYRNE 00000024 2193367

01 FC:8521 40.00 DP 02 FC:8522 675.00 DP

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

ATTACHMENT A

CONTINUATION OF ITEM 2

Names and Addresses of Receiving Parties:

InSight Capital Partners IV, L.P.
InSight Venture Associates IV, L.L.C., its General Partner
Attn: Jeff Horing
680 Fifth Avenue, 8th Floor
New York, NY 10019

InSight Capital Partners IV (Cayman), L.P.
InSight Venture Associates IV, L.L.C., its Investment General Partner
Attn: Jeff Horing
680 Fifth Avenue, 8th Floor
New York, NY 10019

InSight Capital Partners IV (Co-Investors), L.P.
InSight Venture Associates IV, L.L.C., its General Partner
Attn: Jeff Horing
680 Fifth Avenue, 8th Floor
New York, NY 10019

InSight Capital Partners IV (Fund B), L.P.
InSight Venture Associates IV, L.L.C., its General Partner
Attn: Jeff Horing
680 Fifth Avenue, 8th Floor
New York, NY 10019

ATTACHMENT B

CONTINUATION OF ITEM 4

Application Number(s) or Registration Number(s):

(REGISTERED TRADEMARKS)

Marks Filed Under the Name Blue-Line/On-Line, Inc.

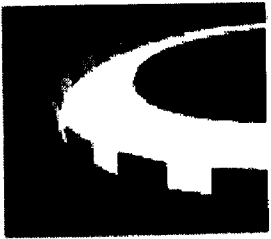
<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
BLUE-LINE/ON-LINE	2,193,367	October 6, 1998
PROJECTFINDER	2,203,653	November 17, 1998
PROJECTNET	2,203,655	November 17, 1998

Marks Filed Under the Name Bidcom, Inc.

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
BIDCOM	2,406,555	November 21, 2000

Marks Filed Under the Name Cephren, Inc.

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
CITADON	2,672,853	January 7, 2003
CITADON	2,672,854	January 7, 2003
CITADON	2,672,855	January 7, 2003
	2,672,887	January 7, 2003

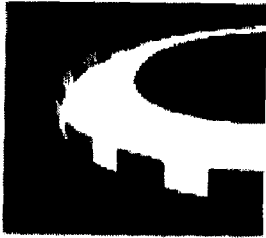


Citadon

Trademark

Registration No.

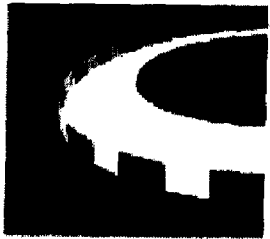
Registration Date



2,672,888

January 7, 2003

Citadon,



2,672,889

January 7, 2003

Citadon,



2,672,890

January 7, 2003

Citadon,

CITADON

2,687,765

January 21, 2003



2,678,789

January 21, 2003

Citadon,

CITADON

2,681,686

January 28, 2003

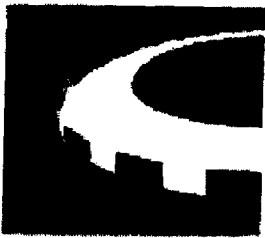
(TRADEMARK APPLICATIONS/PUBLISHED TRADEMARKS)

Marks Filed Under the Name Bidcom, Inc.

<u>Trademark</u>	<u>Serial No.</u>	<u>Application Date</u>
BIDCOM	75,805,730	September 22, 1999

Marks Filed Under the Name Cephren, Inc.

<u>Trademark</u>	<u>Serial No.</u>	<u>Application Date</u>
MYPROJECTNET	75,920,976	February 16, 2000
MYPROJECTNET	75,921,380	February 16, 2000
PRINTNET	76,033,495	April 25, 2000
MARKETNET	76,033,555	April 25, 2000
CITADON	76,143,905	October 11, 2000
CITADON	76,143,907	October 11, 2000
	76,164,172	November 14, 2000



Citadon.

76,164,173

November 14, 2000



Citadon.

Marks Filed Under the Name Citadon, Inc.

<u>Trademark</u>	<u>Serial No.</u>	<u>Application Date</u>
CITADON CW	76,388,425	March 27, 2002
CITADON CW	76,388,426	March 27, 2002
CITADON CW	76,388,427	March 27, 2002
CITADON CW	76,388,428	March 27, 2002
CITADON CW	76,388,429	March 27, 2002

GRANT OF SECURITY INTEREST

(TRADEMARKS)

THIS GRANT OF SECURITY INTEREST, dated as of May 14, 2003 is executed by CITADON, INC., a Delaware corporation ("Grantor"), in favor of INSIGHT CAPITAL PARTNERS IV, L.P., a Delaware limited partnership, INSIGHT CAPITAL PARTNERS IV (CAYMAN), L.P., an entity organized in the Cayman Islands, INSIGHT CAPITAL PARTNERS IV (CO-INVESTORS), L.P., a Delaware limited partnership, and INSIGHT CAPITAL PARTNERS IV (FUND B), L.P., a Delaware limited partnership (collectively, the "Lenders").

A. Pursuant to the Security Agreement, dated as of May 14, 2003, between Grantor and the Lenders (the "Security Agreement"), the Lenders have agreed to extend a credit facility to Grantor upon the terms and subject to the conditions set forth therein.

B. Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1 annexed hereto and made a part hereof, which trademarks are registered, published or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. Pursuant to the Security Agreement, Grantor has granted to the Lenders a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to the Lenders a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated by reference as if fully set forth herein.

The address of the Lenders is:

InSight Capital Partners IV, L.P.
InSight Capital Partners IV (Cayman), L.P.
InSight Capital Partners IV (Co-Investors), L.P.
InSight Capital Partners IV (Fund B), L.P.
Attn: Jeff Horing
680 Fifth Avenue, 8th Floor
New York, NY 10019

[Signature Page Follows]

IN WITNESS WHEREOF, Grantor has caused this Grant of Security Interest to be executed as of the day and year first written above.

CITADON, INC.

By: K. Baker

Name: Kendall Baker

Title: VP Finance

SCHEDULE 1 TO GRANT OF SECURITY INTEREST

(REGISTERED TRADEMARKS)

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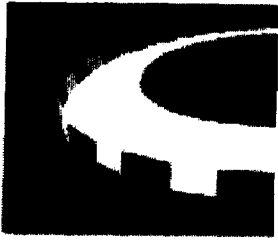
Registration Date



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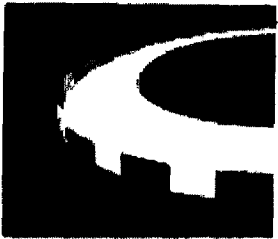
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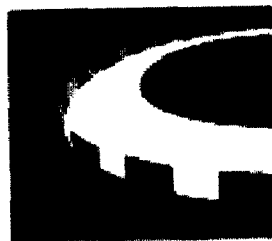
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CITADON CW	76,388,426	March 27, 2002
CITADON CW	76,388,427	March 27, 2002
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