

09-22-2003

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



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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(ies): Panacos Pharmaceuticals, 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: 7/22/2003

2. Name and address of receiving party(ies)

Name: GATX Ventures, Inc. Internal Address: Attn: Legal Dept.

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

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

A. Trademark Application No.(s) 76/507052; 76/507051; 75/856497; 78/856496

B. Trademark Registration No.(s)

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 Dept.

Street Address: 3687 Mt. Diablo Blvd.

Suite 200

City: Lafayette State: CA Zip: 94549

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 115.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Maureen C. Dellinger, Counsel

Name of Person Signing

Maureen C. Dellinger

Signature

September 15, 2003

Date

Total number of pages including cover sheet, attachments, and document: 14

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

09/18/2003 6TON11 00000044 76507052

01 FC:8521 40.00 OP 02 FC:8522 75.00 OP

TRADEMARK REEL: 002827 FRAME: 0328

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of July ~~22~~, 2003, is executed by PANACOS PHARMACEUTICALS, INC., a Delaware corporation ("*Debtor*"), in favor of GATX VENTURES, INC. ("*Secured Party*").

A. Pursuant to a Loan and Security Agreement dated as of September 19, 2002 (as amended from time to time in writing, the "*Agreement*") between 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

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

PANACOS PHARMACEUTICALS, INC.

By:   
Name: G. P. RALAWAY  
Title: PRESIDENT

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TRADEMARK  
REEL: 002827 FRAME: 0330

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>
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SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<b>Trademark Application</b>	<b>Application Number</b>	<b>Application Date</b>
<b>Panacos Pharmaceuticals &amp; Design</b>	76/507052	
<b>Panacos Pharmaceuticals &amp; Design</b>	76/507051	
<b>Panacos Pharmaceuticals &amp; Design</b>	75/856497	
<b>Panacos Pharmaceuticals &amp; Design</b>	78/856496	