

11-20-2000



101522369

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

11-8-00

**TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)**

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

**Conveyance Type**

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS

Mail documents to be recorded with required cover sheet(s) information to:

**TRADEMARK  
REEL: 002179 FRAME: 0340**

FORM PTO-1618B

Page 2

U.S. Department of Commerce  
Patent and Trademark Office

Expires 06/30/99  
OMB 0651-0027

TRADEMARK

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

(925) 258-6000

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

# 4

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="75909652"/>	<input type="text" value="75924587"/>	<input type="text" value="75924586"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75909653"/>	<input type="text" value="75917819"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

# 5

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 140.00

Method of Payment:

Deposit Account

Enclosed

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Maureen C. Dellinger,  
Associate Counsel for  
GATX Ventures, Inc.

*Maureen C. Dellinger*

November 7, 2000

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual     General Partnership     Limited Partnership     Corporation     Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)   
City

State/Country

Zip Code

Individual     General Partnership     Limited Partnership   

Corporation     Association

Other

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Citizenship/State of Incorporation/Organization

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**Registration Number(s)**

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FORM PTO-1618C  
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U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

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Execution Date  
Month Day Year

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Formerly

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Other

Citizenship/State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name **Comdisco, Inc.**

DBA/AKA/TA **ATTN General Counsel**

Composed of

Address (line 1) **6111 North River Road**

Address (line 2)

Address (line 3) **Rosemont**  
City

**IL/USA**  
State/Country

**60018**  
Zip Code

Individual     General Partnership     Limited Partnership   

Corporation     Association

Other

Citizenship/State of Incorporation/Organization

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**Trademark Application Number(s)**

**Registration Number(s)**

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# GRANT OF SECURITY INTEREST

## TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of September 28, 2000, is executed by VROOM TECHNOLOGIES, INC., a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC., SILICON VALLEY BANK and COMDISCO, INC. ("Secured Parties").

A. Pursuant to a Loan and Security Agreement, dated as of September 28, 2000 (the "Agreement") among Debtor and the Secured Parties, the Secured Parties have 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 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:

If to GV:

GATX VENTURES, INC.  
3687 Mount Diablo Blvd., Suite 200  
Lafayette, CA 94549  
Attention: Contract Administration  
Fax: (925) 258-6020  
PH: (925) 258-6000

If to SVB:

Silicon Valley Bank  
3003 Tasman Drive  
Santa Clara, CA 95054  
Attention: General Counsel  
PH: (408) 654-1005  
FAX: (408) 496-2419

With a copy to:

Silicon Valley Bank  
4410 Arapahoe Avenue  
Suite 200  
Boulder, CO 80303  
Attention: Mike Devery  
FAX: (303) 938-0486  
PH: (303) 938-5901

If to Comdisco:

Comdisco, Inc.  
Legal Department  
Attention: General Counsel  
6111 North River Road  
Rosemont, IL 60018  
Fax: (847) 518-5088  
PH: (847) 698-3000

With a copy to:

Comdisco, Inc./Comdisco Ventures  
6111 North River Road  
Rosemont, IL 60018  
Fax: (847) 518-5465

With a copy to:

Murphy Sheneman Julian & Rogers  
Attention: Jane K. Springwater, Esq.  
101 California Street, 39<sup>th</sup> Floor  
San Francisco, CA 94111  
Fax: (415) 421-7879  
PH: (415) 398-4700

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

VROOM TECHNOLOGIES, INC.

By:

  
Name: Richard K. Coleman, Jr.  
Title: CEO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>
	<u>NONE</u>	

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<b>Trademark Application</b>	<b>Application Number</b>	<b>Application Date</b>
Vroom	75/909652	2/3/00
The Faster. The Better.	75/924587	2/18/00
The Sound of Speed.	75/924586	2/18/00
Vroombiz	75/909653	2/3/00
Vroomwerx	75/917819	2/8/00
Vroom EFX	Pending	8/15/00
Comp EFX	Pending	8/15/00
Sales EFX	Pending	8/15/00