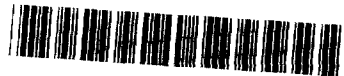


MRD 8128100

09-20-2000

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



101467177

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

8-28-2000

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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 Security Interest

Conveying Party

Mark if additional names of conveying parties attached

Name IPnetwork.com, inc.

Execution Date
Month Day Year
05 17 00

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name TL Ventures IV L.P.

DBA/AKA/TA _____

Composed of _____

Address (line 1) The 700 Building

Address (line 2) 435 Devon Park Drive

Address (line 3) Wayne Pennsylvania 19087
City State/Country Zip Code

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

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.)

09/18/2000 DNGUYEN 00000706 2284116
01 FC:481 40.00 DP
02 FC:482 350.00 DP

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:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002145 FRAME: 0630

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

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.

#

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="See attached Exhibit A"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,284,116"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

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.

Michael L. Dever

8/2-100

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

Citizenship/State of Incorporation/Organization

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 the Assignment.)

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)

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EXHIBIT A

<u>App./Reg. No.</u>	<u>App./Reg. Date</u>	<u>Mark</u>
75/756,401	July 21, 1999	IP*NETWORK
75/913,638	February 9, 2000	IP MARKETZONE
75/701,685	May 10, 1999	IP MARKETPLACE
2,284,116	October 5, 1999	LICENSOFIT
76/063,129	June 5, 2000	7 th IN CYBER
76/063,128	June 5, 2000	7 th ON CYBER
76/061,314	June 1, 2000	EVENTZONE
76/060,536	May 31, 2000	IP EVENTZONE
76/058,911	May 30, 2000	IP GURU
76/059,778	May 31, 2000	IPNETWORK.COM
76/060,541	May 31, 2000	IPNETWORK.COM & Design
76/059,352	May 30, 2000	SPONSORSHIPZONE
76/059,350	May 30, 2000	SPONSORZONE
76/060,689	May 31, 2000	WHERE LICENSING MEETS THE WEB
76/059,351	May 30, 2000	WHERE SPONSORSHIP MEETS THE WEB

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of May 17, 2000 between IPnetwork.com, inc., a Delaware corporation (the "Mark Owner"), having a place of business at 420 Lexington Ave., 18th Floor, New York, NY 10170, and TL Ventures IV L.P. ("TLV") as lender under the Convertible Promissory Note dated as of March 21, 2000 as from time to time in effect, between TLV and the Mark Owner and TL Ventures IV Interfund, L.P. ("TLVI" and together with TLV, the "Secured Parties") as lender under the Convertible Promissory Note dated as of March 21, 2000 as from time to time in effect, between the Mark Owner and TLVI. Each of the Secured Parties has a place of business at The 700 Building, 435 Deven Park Drive, Wayne, Pennsylvania, 19087-1990.

1. Pursuant to the Security Agreement dated as of May 17, 2000, as from time to time in effect (the "Security Agreement"), between the Mark Owner and the Secured Parties, the Mark Owner has granted to the Secured Parties a security interest in certain trade marks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and good will symbolized thereby (collectively, the "Collateral").
2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Parties the security interests granted under the Security Agreement.

The Mark Owner and the Secured Parties have executed this Memorandum effective as of the date first above written.

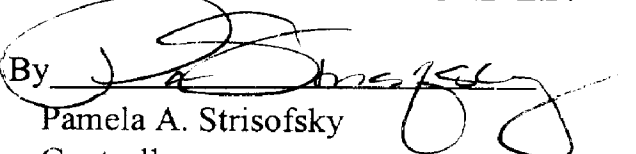
Mark Owner:

Secured Parties:

IPNETWORK.COM, INC.

TL VENTURES IV L.P. AND
TL VENTURES IV INTERFUND L.P.

By 
Title:

By 
Pamela A. Strisofsky
Controller

On behalf of TL Ventures IV L.P., by its G.P.,
TL Ventures IV Management L.P., by its G.P.,
TL Ventures IV LLC

and

On behalf of TL Ventures IV Interfund L.P., by its
General Partner
TL Ventures IV LLC

<8689/1000/10412.1>

CERTIFICATION

I hereby certify that the Memorandum of Trademark and Service Mark Security

Interest between IPnetwork.com, inc. and TL Ventures IV L.P. and TL Ventures IV Interfund

L.P. is a true and exact copy of the original Memorandum of Patent Security Interest.

Aug 24 2000
Date

Angelina F. Beyerl
Angelina F. Beyerl
Notary Public

Notarial Seal
Angelina F. Beyerl, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Sept. 24, 2000
Member, Pennsylvania Association of Notaries