

01-26-2001



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1/11/01

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

Conveying Party

Mark if additional names of conveying parties attached

Name: SyberSay Communications Corporation Execution Date: _____
 Formerly: _____ Month Day Year: 11/30/2000

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization: California

Receiving Party

Mark if additional names of receiving parties attached

Name: Commonwealth Associates, L.P.

DBA/AKATA: _____

Composed of: _____

Address (line 1): _____

Address (line 2): 625 River Oaks Parkway

Address (line 3): San Jose California 95134
 City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Citizenship/State of Incorporation/Organization: New York

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.)

FOR OFFICE USE ONLY

01/25/2001 AAHMED1 00000070 75842119

40.00 DP
25.00 DP

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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: 002220 FRAME: 0518

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)

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

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75842119"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75842120"/>	<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"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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:

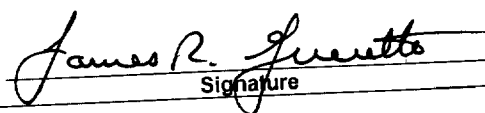
#

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.

James R. Guerette
Name of Person Signing


Signature

1/9/01
Date Signed

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, SyberSay Communications Corporation, a California corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on Schedule 2-A annexed hereto as part hereof (the "Trademarks");

WHEREAS, Assignor is obligated to Commonwealth Associates, L.P., a New York limited partnership, as agent (referred to herein as the "Assignee") for the investors to whom Assignor has issued a series of 8% senior secured promissory notes in a private placement in the aggregate principal amount of up to \$10,800,000 and Assignor has entered into a Security Agreement dated the date hereof (the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, 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 Secured Obligations (as defined in the Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and 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.

Assignee's address is 625 River Oaks Parkway, San Jose, California 95134.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 30th day of November, 2000.

SYBERSAY COMMUNICATIONS
CORPORATION

By 

Name: Thomas Loker
Title: President + COO

SCHEDULE 2-A TO ASSIGNMENT FOR SECURITY

TRADEMARKS

<u>Trademark</u>	<u>Reg. Date</u>	<u>Serial Number</u>
PERSONALINK	November 6, 1999	75842119
PERSONAL LINK	November 6, 1999	75842120

NY149623.9
20099010015
11/15/2000 sbl

RECORDED: 01/11/2001

**TRADEMARK
REEL: 002220 FRAME: 0521**