

04-06-2001



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

15

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
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Worldo.com, Inc. Execution Date
Month Day Year
02192001

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 Easton Hunt Capital Partners, L.P.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 641 Lexington Avenue

Address (line 2) 21st Floor

Address (line 3) New York New York 10022
City State/Country Zip Code

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

04/05/2001 LMUELLER 00000354 75699066

FOR OFFICE USE ONLY

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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

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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RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

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Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

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Enter Additional Receiving Party

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DBA/AKA/TA

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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) | | |
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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.

Cathleen Kirby



March 15, 2001

Name of Person Signing

Signature

Date Signed

NOTICE OF SECURITY AGREEMENT

NOTICE dated as of February 19, 2001, of certain security interests in certain intellectual property as set forth in a Security Agreement made by **WORLD.COM, INC.**, a Delaware corporation ("Debtor") with principal offices at 33 West 60th Street, 7th Floor, New York, New York, 10025, in favor of **EASTON HUNT CAPITAL PARTNERS, L.P.**, a Delaware limited partnership ("Easton") with offices at 641 Lexington Avenue, 21st Floor, New York, New York, 10022, **SANDER PARTNERSHIP, LLC** a New York limited liability company with offices at 33 West 60th Street, New York, New York 10023 ("Sander") and **RON W. HADDOCK**, an individual residing in Texas ("Haddock"), with a residence address at 3012 Bryn Mawr, Dallas, Texas 75225 (Easton, Sander and Haddock, together with their successors and assigns, are collectively referred to herein as the "Secured Parties") pursuant to an Letter Agreement dated of as of February 19, 2001, between Debtor and Secured Parties (as may be amended or modified from time to time, the "Letter Agreement"). Such Security Agreement, as may be amended or modified from time to time, is referred to as the "Security Agreement".

WHEREAS, Debtor is the owner of certain intellectual property collateral (the "Listed Intellectual Property Collateral") as listed in Schedules A, B and/or C hereto; and

WHEREAS, Secured Parties have agreed to make certain loans to Debtor pursuant to the Letter Agreement on the condition that the Debtor pledge and grant to Secured Parties as collateral for Liabilities (as defined in the Security Agreement) a security interest and lien in and on "IP Collateral" (as defined in the Security Agreement), including but not limited to the Listed Intellectual Property Collateral, together with all other related claims and rights, including but not limited to associated goodwill, as more fully set forth in the Security Agreement.

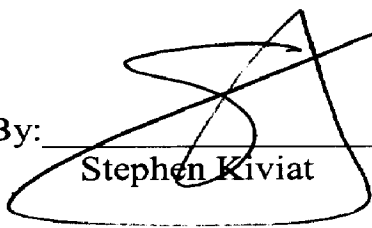
NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Liabilities, Debtor hereby pledges, grants and collaterally assigns to Secured Parties a security interest and lien in and to all rights, title and interest in and to the aforesaid IP Collateral, including but not limited to the Listed Intellectual Property, and gives notice of such security interest and the existence of the Security Agreement providing therefor.

(Signature page follows)

Executed as of the date first set forth above.

WORLD.COM, INC., a Delaware corporation

By: _____


Stephen Kiviat

Its: President

STATE OF NEW YORK)
)SS.
COUNTY OF NEW YORK)

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this 27th day of February, 2001, personally appeared Stephen Kiviant to me known personally, and who, being first by me duly sworn, depose and say that he is the President of WORLDO.COM, INC., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that they acknowledged said instrument to be the free act and deed of said corporation.

RICHARD K. GREELEY
Notary Public, State of New York
No. 01GR5012149
Qualified in New York County
Commission Expires June 15, 2001

[SEAL]



Notary Public, RICHARD K. GREELEY
(Printed Name of Notary Public)
New York County, State of New York
My Commission Expires: 06/15/01

EXHIBIT "A"
to Notice of Security Agreement

COPYRIGHT COLLATERAL

| <u>COPYRIGHT TITLE AND DESCRIPTION</u> | <u>DATE OF CREATION; FIRST DATE OF DISTRIBUTION; DATE OF APPLICATION OR REGISTRATION</u> | <u>APPLICATION NUMBER OR REGISTRATION NUMBER</u> | <u>ORIGINAL AUTHOR OR OWNER OF COPYRIGHT (IF DIFFERENT FROM DEBTOR)</u> | <u>RECORDATION NUMBER OF IP AGREEMENT TRANSFERRING FROM OWNER TO DEBTOR (IF ORIGINAL OWNER OF COPYRIGHT IS DIFFERENT FROM DEBTOR)</u> |
|--|--|--|---|---|
| N/A | | | | |

*FIX -- title
application/registrat
ion number & date
of application filing
/registration

EXHIBIT "B"
to Notice of Security Agreement

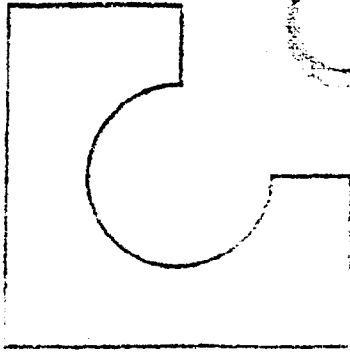
PATENT COLLATERAL

| <u>PATENT DESCRIPTION</u> | <u>DOCKET NO.</u> | <u>COUNTRY</u> | <u>SERIAL NO.</u> | <u>FILING DATE</u> | <u>STATUS</u> |
|--|-------------------|----------------|-------------------|------------------------|---------------|
| On-Line Search Engine and Product Specification Tool | 6830-0004 | U.S.A | 60/209,791 | June 7, 2000 | Pending |

EXHIBIT "C"
to Notice of Security Agreement

TRADEMARK COLLATERAL

| <u>TRADEMARK DESCRIPTION</u> | <u>COUNTRY</u> | <u>SERIAL NO.</u> | <u>REG. NO.</u> | <u>STATUS</u> |
|----------------------------------|---------------------|-------------------|-----------------|---------------|
| Worldo (see attached) | U.S.A (Class 35) | 75/699-066 | | |



W O R L D O