

04-20-2001



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FORM PTO-1594
(Rev 5-93)

U.S. DEPARTMENT OF COMMERCE
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):

FREESHOP.COM, INC.

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation -- State: WASHINGTON

Other:

Additional name(s) of conveying party(ies) attached? [] Yes [X] No

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: February 7, 2001

2. Name and address of receiving party(ies):

Name: APTIMUS, INC.

Address: 95 South Jackson Street, Suite 300

City: Seattle State: WA Zip: 98104

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State: WASHINGTON

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 [x] No

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

A. Trademark Application No.(s)

76/014,908

75/828,545

B. Trademark Registration No.(s)

2,102,641

Additional numbers attached? [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Evelyn G. Santiago
Internal Address: GRAY CARY WARE & FREIDENRICH
400 Hamilton Avenue
Palo Alto, California 94301

6 Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 90.00

[x] Enclosed

[] Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Evelyn G. Santiago

Name of Person Signing

Evelyn G. Santiago
Signature

April 18, 2001

Date

Total number of pages comprising cover sheet: [4]

Mail Documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office, Office of Public Records

1213 Jefferson Davis Highway, 3rd Floor

Arlington, VA 22202

04/19/2001 GT0N11 00000129 76014908

01 FC:481
02 FC:482

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ASSIGNMENT DIVISION

FIRST AMENDMENT TO LOAN DOCUMENTS

This First Amendment to Loan Documents is entered into as of February 7, 2001, by and between IMPERIAL BANK ("Bank") and APTIMUS, INC., a Washington corporation ("Borrower").

RECITALS

Borrower and Bank are parties to that certain Amended and Restated Loan and Security Agreement dated as of June 29, 2000, as amended from time to time (the "Loan Agreement"). In connection with the Loan Agreement, Borrower executed an Intellectual Property Security Agreement dated as of June 29, 2000 (collectively with the Loan Agreement, the "Loan Documents"). Each of the Loan Documents refers to Borrower as "FREESHOP.COM, INC." Borrower has changed its name as reflected in Exhibit A attached hereto, and this amendment corrects the name of Borrower in each of the Loan Documents.

NOW, THEREFORE, the parties agree as follows:

- 1. All references in the Loan Documents to "FREESHOP.COM, INC." shall mean and refer to APTIMUS, INC.
2. Unless otherwise defined, all initially capitalized terms in this Amendment shall be as defined in the Agreement. The Agreement, as amended hereby, shall be and remain in full force and effect in accordance with its respective terms and hereby is ratified and confirmed in all respects.
3. Borrower represents and warrants that the Representations and Warranties contained in the Agreement are true and correct as of the date of this Amendment, and that no Event of Default has occurred and is continuing.
4. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the first date above written.

APTIMUS, INC.

By: [Signature]
Title: GENERAL COUNSEL/SECRETARY

IMPERIAL BANK

By: [Signature]
Title: AVP

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Exhibit A

ARTICLES OF AMENDMENT
OF
FREESHOP.COM, INC.

FILED
STATE OF WASHINGTON
OCT 16 2000
RALPH MUNRO
SECRETARY OF STATE

Pursuant to RCW 23B.10.060, the undersigned corporation adopts the following Articles of Amendment to its Second Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is FreeShop.com, Inc. (the "Corporation").

SECOND: The Second Amended and Restated Articles of Incorporation are hereby amended as follows:

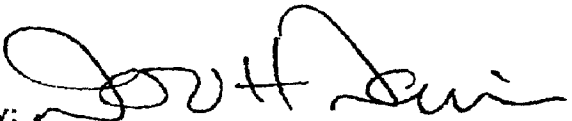
Article I of the Second Amended and Restated Articles of Incorporation is hereby amended to read henceforth in its entirety as follows:

ARTICLE I. NAME

The name of the corporation (the "Corporation") is Aptimus, Inc.

THIRD: The foregoing amendment was adopted by the Board of Directors of the Corporation on September 13, 2000. Shareholder action was not required.

FREESHOP.COM, INC.

By: 
David H. Davis, Secretary

Date: 10.11.00