

my  
8.8.01

04-19-2002



102053617

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tap settings		<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>		U.S. DEPARTMENT OF COMMERCE U.S. 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): <b>Eyeweb, Inc.</b>  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other <u>Connecticut Corporation</u>			2. Name and address of receiving party(ies) Name: <b>CDC-Innovation Partners</b> Internal Address: <b>Tour Maine Montparnasse</b>  Street Address: <b>BP 180</b> City: <b>Paris, Cedex 15</b> State: <b>France</b> Zip: <b>75755</b>  <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <b>French Company</b>		
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <b>08/07/2001</b>			4. Application number(s) or registration number(s): A Trademark Application No.(s) <b>75/400,298      76/069,619</b> <b>75/438,878      76/069,620</b> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <b>Michael J Brown</b> Internal Address: _____ <b>Curtis, Mallet-Prevost, Colt &amp; Mosle LLP</b>  Street Address: <b>101 Park Avenue</b>  City: <b>New York</b> State: <b>NY</b> Zip: <b>10178-0061</b>			6. Total number of applications and registrations involved: <b>4</b>  7. Total fee (37 CFR 3.41) ..... \$ <b>115.00</b> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <b>Charge 115</b>		
8. Deposit account number: <b>03-3923</b> (Attach duplicate copy of this page if paying by deposit account)			<b>DO NOT USE THIS SPACE</b>		
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. <b>Michael J. Brown</b> Name of Person Signing Signature <b>8/8/01</b> Date					
Total number of pages including cover sheet, attachments, and document: <b>7</b>					

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY (Cont'd)**

In re Assignment of Security Interest  
Conveying Party: Eyeweb, Inc.

**Second Receiving Party**

Name: SI Venture Fund II, L.P.  
Street Address: 12600 Gateway Boulevard  
City: Fort Myers  
State: Florida  
Zip: 33913

Limited Partnership

## MEMORANDUM OF INTELLECTUAL PROPERTY SECURITY INTEREST

This Memorandum is dated as of August 7, 2001 between Eyeweb, Inc., a Connecticut corporation (the "Property Owner"), having a place of business at 41 East 11<sup>th</sup> Street, 11th Floor, New York, New York 10003, and CDC-Innovation Partners and SI Venture Fund II, L.P. (each a "Secured Party" and together, the "Secured Parties") as Purchaser under the Securities Purchase Agreement, dated as of August 7, 2001 as from time to time in effect, between the Property Owner and the Secured Parties (the "Agreement"). CDC-Innovation Partners is located at Tour Maine Montparnasse, BP 180, 75755 Paris, Cedex 15, France and SI Venture Fund II, L.P. is located at 12600 Gateway Boulevard, Fort Myers, Florida 33913.

1. Pursuant to the Agreement, the Property Owner has granted to the Secured Parties a security interest in certain trademarks, service marks and applications therefor listed in Exhibit A and in a certain patent application listed in Exhibit B, attached hereto and made a part hereof, in the name of the Property Owner, together with any registrations or patents thereof and good will symbolized thereby, including, without limitation, all proceeds thereof (such as, by way of example, license royalties and proceeds of infringement suits) (collectively, the "Collateral").
2. Subject to the existing security interest in favor of Lenscrafters, Inc., as described in the Agreement, the Property Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute the applications and pursue actions against unconsented use or infringement thereof. The Property Owner has the capacity to grant to the Secured Parties the security interests granted under the Agreement.
3. In case an Event of Default (as defined in each *Convertible Promissory Note* dated August 7, 2001 between the Property Owner as Borrower and a Secured Party as Lender) shall occur and be continuing, the Secured Parties may foreclose upon the security interest granted in accordance with the Agreement.
4. The Property Owner hereby authorizes and consents to the filing of this Memorandum with the U.S. Patent and Trademark Office or the corresponding agency of any foreign government in the records of such agency.

08/02/2001 17:58 FAX

Fax émis par : 33 1 5645578

LE MONTAIRON

R4-244

014 2

Fax reçu de : 212 715 8000  
08/02/01 THU 11:35 FAX 212 715 8000

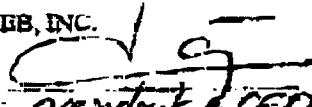
MARKUS LITVIN

Pg: 3

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

Property Owner:

EYEWEB, INC.

By   
Title: *President & CEO*  
*Pierre N. FAY.*

Secured Party:

CDC-INNOVATION PARTNERS

By \_\_\_\_\_  
Title:

Secured Party:

SI VENTURE FUND II, L.P.

By \_\_\_\_\_  
Title:

Apr-19-2002 02:43pm From-CURTIS MALLET-PREVOST

2126971934

T-793 P.019/021 F-975

08/08 2001 16:11 FAX 33 1 40642222

CDC IXIS P.E

002

Aug-07-2001 06:29pm From-CURTIS MALLET-PREVOST

2126971934

T-639 P.002

F-484

TO: 912126971599

P:2

01 16:01 FROM:

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

Property Owner:


EYEWEB, INC.

By \_\_\_\_\_

Title:

Secured Party:

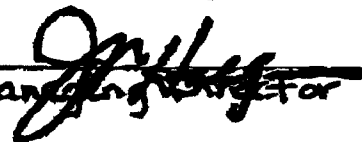
FLAR CDC - INNOVATION 2000  
CDC-INNOVATION PARTNERS

By 

Title: General PARTNER

Secured Party:

SI VENTURE FUND II, L.P.

By 

Title: Managing Director

**EXHIBIT A**

<u>App. Ser. No.</u>	<u>App. Date</u>	<u>Country</u>	<u>Mark</u>
75/400,298	December 4, 1997	US	EYEWEB
75/438,878	February 23, 1998	US	EYEWEB & Design
76/069,619	June 14, 2000	US	EVU TECHNOLOGY
76/069,620	June 14, 2000	US	EVU TECHNOLOGY & Design

**EXHIBIT B**

<u>Patent No.</u>	<u>Issued</u>	<u>Country</u>	<u>Title</u>
5,983,201	November 9, 1999	US	A System and Method Enabling Shopping from Home for Fitted Eyeglass Frames

<u>App. Ser. No.</u>	<u>App. Date</u>	<u>Country</u>	<u>Title</u>
09/404,745	September 24, 1999	US	Automatic Image Scaling
09/536,560	March 28, 2000	US	Image Segmenting to Enable Electronic Shopping for Wearable Goods and Cosmetic Services
09/883,121	June 15, 2001	US	Method of Measuring and Sizing Objects from an Image of a Human Face Using Iris Size