

04-11-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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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):

Bay Logics, Inc.

3-27-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other _____

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: December 14, 2001

2. Name and address of receiving party(ies)

Name: Apex Investment Fund IV, L.P.

Internal Address: _____

Street Address: 225 W. Washington Street, Suite 1450

City: Chicago State: IL Zip: 60606

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership Delaware
- Corporation-State _____
- 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 No

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

A. Trademark Application No.(s)

75779595, 76184304

B. Trademark Registration No.(s)

1860809, 2315907, 2524640

Additional number(s) attached Yes No

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

Name: Jennifer K. Lawson, Esq.

Internal Address: Testa, Hurwitz & Thibault, LLP

Street Address: 125 High Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

- 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.

Jennifer K. Lawson

Name of Person Signing

Jennifer K. Lawson
Signature

3/21/02

Date

Total number of pages including cover sheet, attachments, and document: 4

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

04/10/2002 TDIAZ1 00000134 75779595

01 FC:481
02 FC:482

40.00 OP
100.00 OP

TRADEMARK
REEL: 002479 FRAME: 0609

BAY LOGICS, INC

SECURED DEMAND NOTE

\$96,970

December 14, 2001

For value received, the undersigned, **Bay Logics, Inc.**, a California corporation ("Obligor"), hereby promises to pay to the order of **Apex Investment Fund IV, L.P.** ("Lender"), at its principal office at Suite 1450, 225 W. Washington, Chicago, Illinois 60606 or at such other place as may be designated from time to time in writing by Lender, ON DEMAND, the principal sum of Ninety-Six Thousand Nine Hundred and Seventy Dollars (\$96,970) together with interest in arrears from and including the date hereof on the unpaid principal balance hereunder at the rate of ten percent (8%) per annum. At the option of Lender and to the extent permitted by applicable law, the rate of interest on any unpaid principal or interest not paid when due and payable hereunder shall be two percent (2%) per annum above the rate of interest set forth in the immediately preceding sentence. Interest shall be calculated on the basis of a 360-day year and a 30-day month. Notwithstanding any other provision of this Secured Demand Note, Lender does not intend to charge and Obligor shall not be required to pay any interest or other fees or charges in excess of the maximum permitted by applicable law; any payments in excess of such maximum shall be refunded to Obligor or credited to reduce principal hereunder. All payments received by Lender hereunder will be applied first to costs of collection, if any, then to interest and the balance to principal. Principal and interest shall be payable in lawful money of the United States of America.

Principal and interest hereunder shall be payable in a single payment on demand.

This Secured Demand Note may be prepaid at any time, without premium or penalty, in whole or in part. Any prepayment of principal shall be accompanied by a payment of accrued interest in respect of the principal being prepaid.

In order to secure payment and performance of all of the Obligor's obligations to the Lender, whether now existing or hereafter arising, under this Secured Demand Note or otherwise, the Obligor hereby grants to the Lender a security interest in all of the Obligor's assets, whether now owned or hereafter acquired, including without limitation the following (collectively, the "Collateral"): (i) accounts; (ii) chattel paper; (iii) commercial tort claims; (iv) deposit accounts; (v) documents; (vi) equipment; (vii) fixtures; (viii) general intangibles; (ix) goods; (x) instruments; (xi) inventory; (xii) investment property and financial assets; (xiii) letter-of-credit rights and letters of credit; (xiv) money; (xv) supporting obligations; (xvi) insurance claims and proceeds; (xvii) books, records, computer programs, databases and other materials pertaining to any of the foregoing; (xviii) intellectual property, patents, patent application, trademarks, trademark applications and the like; and (xix) proceeds of any of the foregoing.

If this Secured Demand Note is not paid in accordance with its terms, Obligor shall pay to Lender, in addition to principal and accrued interest thereon, all costs of collection of the principal and accrued interest, including, but not limited to, reasonable attorneys' fees, court costs and other costs for the enforcement of payment of this Secured Demand Note.

This Secured Demand Note is delivered in and shall be enforceable in accordance with the laws of the State of Illinois, and shall be construed in accordance therewith, and shall have the effect of a sealed instrument.

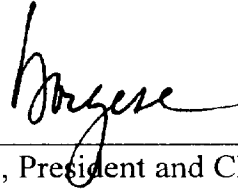
TRADEMARK
REEL: 002479 FRAME: 0610

Obligor hereby expressly waives presentment, demand, and protest, notice of demand, dishonor and nonpayment of this Secured Demand Note, and all other notices or demands of any kind in connection with the delivery, acceptance, performance, default or enforcement hereof, and hereby consents to any delays, extensions of time, renewals, waivers or modifications that may be granted or consented to by the holder hereof with respect to the time of payment or any other provision hereof.

BAY LOGICS, INC.

By: _____

Samuel N. Borgese, President and Chief Executive Officer



Bay Logics, Inc.

Trademark Report by Mark

Printed: 02/28/2002

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COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
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BAYLOGICS

UNITED STATES	BAYLOGICS003	09/01/2000	76/121,272	01/01/2002	2,524,640	REGISTERED	09,35
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09 - COMPUTER SOFTWARE PROGRAMS FOR MANAGING LEASED OR OWNED REAL ESTATE PROPERTY AND PERSONAL PROPERTY, PORTFOLIOS AND INVESTMENTS; AND FOR THE USERS OF SUCH PROGRAMS TO ACCESS AND COMMUNICATE WITH VARIOUS BUSINESSES VIA A GLOBAL COMPUTER NETWORK

35 - PROMOTING THE GOODS AND SERVICES OF OTHERS BY PLACING ADVERTISEMENTS AND PROMOTIONAL DISPLAYS IN AN ELECTRONIC SITE ACCESSIBLE THROUGH A GLOBAL COMPUTER NETWORK

DOMAIN C/S

UNITED STATES	BAYLOGICS007	09/15/1998	75/553,366	02/08/2000	2,315,907	REGISTERED	09
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09 - ASSET MANAGEMENT SOFTWARE FOR THE COMMERCIAL REAL ESTATE INDUSTRY

PENINSULA ADVISORS

UNITED STATES	BAYLOGICS001	07/14/1993	74/412,969	10/10/1995	1,926,657	REGISTERED	36
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36 - CONSULTING REGARDING THE MANAGEMENT OF ASSETS

UNITED STATES	BAYLOGICS002	07/14/1993	74/412,930	07/02/1996	1,984,419	REGISTERED	09
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09 - COMPUTER PROGRAMS RECORDED ON DISKS AND ASSOCIATED MANUALS SOLD OR LICENSED AS A UNIT AND USED FOR MANAGING ASSETS

SITSEER

UNITED STATES	BAYLOGICS004	12/17/1993	74/470,778	11/01/1994	1,860,809	REGISTERED	09
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09 - COMPUTER SOFTWARE FOR TRACKING CORPORATE REAL ESTATE

UNITED STATES	BAYLOGICS006	12/20/2000	76/184,304	PENDING	42,35		
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42 - COMPUTER SOFTWARE DESIGN FOR OTHERS; LEASING TIME TO AN INTERACTIVE COMPUTER DATABASE IN THE FIELD OF REAL ESTATE AND PERSONAL PROPERTY FOR USE BY BUSINESSES IN THEIR ACQUISITION, CONSTRUCTION, MANAGEMENT AND DISPOSITION OF SAME; AND HOSTING OF WEB SITES OF BUSINESSES IN THE FIELD OF REAL ESTATE AND PERSONAL PROPERTY MANAGEMENT ON A COMPUTER SERVER FOR A GLOBAL COMPUTER INFORMATION NETWORK

35 - BUSINESS MANAGEMENT SERVICES IN THE NATURE OF MANAGING THE REAL ESTATE AND PERSONAL PROPERTY RECORDS OF OTHERS AND COMPUTERIZED DATABASE MANAGEMENT SERVICES FOR BUSINESSES IN THE FIELD OF REAL ESTATE AND PERSONAL PROPERTY

WISECONNECT

UNITED STATES	BAYLOGICS008	08/17/1999	75/779,595			PENDING	35
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35 - COMPUTERIZED ON-LINE BUSINESS SERVICES, NAMELY, PROJECT MANAGEMENT, IMPLEMENTATION AND SYSTEMS INTEGRATION AND SCALABLE PLANNING AND MANAGEMENT SOLUTIONS FOR USE IN THE RETAIL FIXTURE AND DISPLAY INDUSTRIES