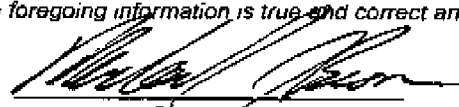


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings $\Rightarrow \Rightarrow \Rightarrow$	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.		
1 Name of conveying party(ies): <u>Eyeweb, Inc.</u> <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</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name <u>FCPR CDC-Innovation 2000</u> Internal Address: _____ Street Address: <u>Tour Maine Montparnasse, BP 180</u> City: <u>Paris, Cedex 15</u> State: <u>France</u> Zip: <u>75755</u> <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 <u>French company</u> <small>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</small>	
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 <u>04/22/2002</u>	4. Application number(s) or registration number(s) A. Trademark Application No.(s) <u>76/069,619</u> <u>76/069,620</u> B. Trademark Registration No.(s) <u>2,518,634</u> <u>2,538,470</u> 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 <u>Michael J. Brown</u> Internal Address: _____ <u>Curtis, Mallet-Prevost, Colt & Mosie LLP</u> Street Address: <u>101 Park Avenue</u> City <u>New York</u> State: <u>NY</u> Zip: <u>10178-0061</u>	6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41) \$ <u>\$115.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number <u>03-3923</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>	
DO NOT USE THIS SPACE		
9. Statement and signature <i>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.</i> <u>Michael J. Brown</u>  <u>6/13/2002</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: 8		

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

SECOND MEMORANDUM OF INTELLECTUAL PROPERTY SECURITY INTEREST


This Memorandum is dated as of April 22, 2002, between Eyeweb, Inc., a Connecticut corporation (the "Property Owner"), having a place of business at 36 West 25th Street, 8th Floor, New York, New York 10010, and FCPR CDC-Innovation 2000 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 April 22, 2002 as from time to time in effect, between the Property Owner and the Secured Parties (the "Agreement"). FCPR CDC-Innovation 2000 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 and certain patent applications 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 interests in favor of Lenscrafters, Inc. and the Secured Parties, each 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 April 22, 2002 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.

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

Property Owner:

EYEWEB, INC.

By: 
Name: Pierre Fay
Title: President & CEO

Secured Party:

FCPR CDC-INNOVATION 2000
Represented by its Management Company:
CDC-INNOVATION PARTNERS

By: _____
Name: Stéphane Boudon
Title: Managing Partner

Secured Party:

SI VENTURE FUND II, L.P.

By: _____
Name:
Title:

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


Property Owner:

EYEWEB, INC.

Secured Party:

FCPR CDC-INNOVATION 2000
Represented by its Management Company:
CDC-INNOVATION PARTNERS

By: _____
Name:
Title:

By: 
Name: *Stephane Leonard*
Title: *Managing Partner*

Secured Party:

SI VENTURE FUND II, L.P.

By: _____
Name:
Title:

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

Property Owner:

EYEWEB, INC.

Secured Party:

FCPR CDC-INNOVATION 2000
Represented by its Management Company:
CDC-INNOVATION PARTNERS

By: _____

Name:

Title:

By: _____

Name: Stéphane Boudon

Title: Managing Partner

Secured Party:

SI VENTURE FUND II, L.P.

By:  _____

Name: JOHN HANNIGAN

Title: MANAGING DIRECTOR

EXHIBIT A

<u>App. Ser. No.</u>	<u>App. Date</u>	<u>Country</u>	<u>Reg. Date</u>	<u>Reg. No.</u>	<u>Mark</u>
75/979,696	December 4, 1997	US	December 11, 2001	2518634	EYEWEB
75/438,878	February 23, 1998	US	February 12, 2002	2538470	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