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FORM PTO-1618A
Expires 06/30/99
OMS 0651-0027

05-22-2002

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



102099701

RE RE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

5-17-02

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 #

09/06/01

Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name 1-800-DATABASE, Ltd.

2-21-2001

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 Wheatley Partners, L.P.

DBA/AKATA

Composed of

Address (line 1) 80 Cutter Mill Road

Address (line 2) Suite 311

Address (line 3) Great Neck

New York

11021

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other

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.)

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

09/21/2001 7DIAZI 00000028 76019209

40.00 OP
150.00 OP

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

TRADEMARK
REEL: 002510 FRAME: 0824

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)

<input type="text" value="76019209"/>	<input type="text" value="76019206"/>	<input type="text"/>	<input type="text" value="2410466"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76019208"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2095346"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76019207"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2136347"/>	<input type="text"/>	<input type="text"/>

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:

#

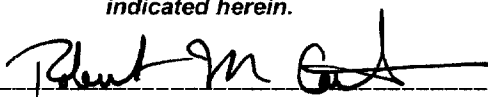
Authorization to charge additional fees:

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.



ROBERT M. CARTER

Feb 22, 2001

Name of Person Signing

Signature

Date Signed

**GRANT OF SECURITY INTEREST
FOR PATENTS AND TRADEMARKS**

THIS GRANT OF SECURITY INTEREST, dated as of February 21, 2001, is executed by 1-800-Database, Ltd., a Delaware corporation ("Debtor"), in favor of, as Secured Parties, those certain Investors under that certain Note and Warrant Purchase Agreement of the Debtor of even date herewith (together with their successors and assignees, the "Secured Parties").

A. Pursuant to a Security Agreement, dated as of February 21, 2001 (the "Security Agreement"), among Debtor and Secured Parties, Secured Parties has agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein.

B. Debtor has adopted, used and is using the patents and trademarks, more particularly described on Schedule 1 annexed hereto as part hereof, which patents and trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Patents and Trademarks");

C. Schedule 1 hereof constitutes a complete list, as of the date hereof, of registrations or applications for registrations of Patents and Trademarks in or to which Debtor has any right, title, interest, claim or demand. After the date of the Security Agreement, the terms and provisions of which are hereby incorporated herein as if fully set forth herein, Debtor shall provide written notice to Secured Parties, in accordance with the provisions of Section 6(c) of the Security Agreement, of any addition or change which is necessary to be made to Schedule 1 in order to maintain such schedules' completeness or accuracy, and, further, Debtor shall provide such notice to Secured Parties within a reasonable period of time following the date of the event that is the basis for such addition or change, but in no case later than thirty (30) days following the date of such event.

D. Debtor hereby grants to Secured Parties a security interest in all right, title and interest of Debtor in and to the Patents and Trademarks, together with the goodwill of the business symbolized by the Patents and Trademarks and the customer lists and records related to the Patents and Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Parties a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement.

Secured Parties:

Alfred University
Core Technology Fund, Inc.
The Walt Disney Company Retirement Plan
Executive Technology, L.P.
Foundation Partners Fund, G.P.
The Matrix Technology Group, N.V.
Rochester Institute of Technology
Sci-Tech Investment Partners, L.P.
SG Partners, L.P.
Tampsco Partnership II
Wheatley Partners, L.P.
Wheatley Partners II, L.P.
Wheatley Foreign Partners, L.P.
Yale University
Yale University Retirement Plan for Staff Employees
Fremar Company
Robert Carter
Steven Kirschner
Christine A. Casey Living Trust
Meredith C. Casey Living Trust
Quince Associates

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IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first above written.

1-800-DATABASE, LTD.

By: Robert M. Carter

Name: Robert M. Carter

Title: President and Chief Executive Officer

SCHEDULE 1 TO GRANT OF SECURITY INTEREST

PATENT APPLICATIONS

<u>Title</u>	<u>Application Date</u>	<u>Application No.</u>
SKUfinder.com (Provisional Patent)	2/25/00	60/185,114

REGISTERED TRADEMARKS

<u>Mark</u>	<u>Registration Date</u>	<u>Registration No.</u>
1-800-DATABASE (service mark; class 35)	12/5/00	2,411,466
BOX DESIGN (service mark, class 42)	9/9/97	2,095,346
TO PROMOTE AND PROTECT CONSUMER BRANDS (service mark; class 42)	Principal Register Refused – Descriptive. Amended to Supp. Register 12/16/97; Supp. Registration 2/10/98.	2,136,347

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
THE ON-RAMP TO UCCNET (Service Mark, class 42)	4/7/00	76/019209

EXHIBIT A

Column A	Column B	Column C	Column D	Column E	Column F
Investor	Initial Investment Amount	Potential Final Investment Amount	Current Final Investment Amount (3)	Total Initial and Final Investment Amounts Advanced 5/2/01	Outstanding Principal Following Repayment of 5/2/01 Funds
Alfred University	\$ 15,155	\$ 7,578	\$ 1,364	\$ 1,364	\$ 15,155
Carter, Robert M.	\$ 10,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 10,000
Carter, Robert M. (1)	\$ 10,000	\$ 5,000	\$ 5,000	\$ 15,000	\$ -
Casey, Christine Anne, Living Trust	\$ 5,000				\$ 5,000
Casey, Christine Anne, Living Trust (1)	\$ 6,667	\$ 3,333	\$ 3,333	\$ 10,000	\$ -
Casey, Meredith Collins, Living Trust	\$ 5,000				\$ 5,000
Casey, Meredith Collins, Living Trust (1)	\$ 6,667	\$ 3,333	\$ 3,333	\$ 10,000	\$ -
Core Technology Fund, Inc.	\$ 49,169	\$ 24,584	\$ 4,425	\$ 4,425	\$ 49,169
Executive Technology, L.P.	\$ 20,349	\$ 10,175	\$ 1,831	\$ 1,831	\$ 20,349
Foundation Partners Fund, G.P.	\$ 9,736	\$ 4,868	\$ 876	\$ 876	\$ 9,736
Fremar Co.	\$ 104,700	n/a			\$ 104,700
Quince Associates (2)	\$ 10,000	\$ 5,000	\$ 5,000	\$ 15,000	\$ -
Kirschner, Steven C.	\$ 10,000				\$ 10,000
Kirschner, Steven C. (1)	\$ 6,667	\$ 3,333	\$ 3,333	\$ 10,000	\$ -
The Matrix Technology Group, N.V.	\$ 11,002	\$ 5,501	\$ 990	\$ 990	\$ 11,002
Rochester Institute of Technology	\$ 49,039	\$ 24,520	\$ 4,414	\$ 4,414	\$ 49,039
Sci-Tech Investment Partners, L.P.	\$ 36,414	\$ 18,207	\$ 3,277	\$ 3,277	\$ 36,414
SG Partners, L.P.	\$ 79,449	\$ 39,724	\$ 7,150	\$ 7,150	\$ 79,449
Tampso Partnership II	\$ 4,187	\$ 2,093	\$ 377	\$ 377	\$ 4,187
The Walt Disney Company Retirement Plan	\$ 117,619	\$ 58,810	\$ 10,586	\$ 10,586	\$ 117,619
Wheatley Partners, L.P.	\$ 230,000	\$ 115,000	\$ 20,700	\$ 20,700	\$ 230,000
Wheatley Foreign Partners, L.P.	\$ 20,000	\$ 10,000	\$ 1,800	\$ 1,800	\$ 20,000
Wheatley Partners II, L.P.	\$ 250,000	\$ 125,000	\$ 22,500	\$ 22,500	\$ 250,000
Yale University Retirement Plan for Staff	\$ 15,384	\$ 7,692	\$ 8,325	\$ 8,325	\$ 15,384
Yale University	\$ 92,496	\$ 46,248	\$ 1,385	\$ 1,385	\$ 92,496
	\$ 1,174,701	\$ 524,999	\$ 114,999	\$ 155,000	\$ 1,134,700



FEBRUARY 01, 2002

Chief Financial Officer and Chief Administrative Officer
Washington, DC 20231
www.uspto.gov

PTAS

OLSHAN GRUNDMAN FROME ROSENZWEIG ET AL
STEVEN WOLOSKY
505 PARK AVENUE
NEW YORK, NY 10022



101913406A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 101913406

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

- 1. THE SECURITY AGREEMENT DOCUMENTS ARE MISSING

MARY BENTON, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

OFFICE OF PUBLIC RECORDS
2002 MAY 17 AM 10:24
FINANCE SECTION