

12-05-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2)

HEET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102302246 ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Spectra Marketing Systems, Inc. <i>12-2-02</i></p> <p><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 - Delaware  <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached?      <input type="checkbox"/> Yes  <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Interactive Market Systems, Inc.</u></p> <p>Street Address: <u>770 Broadway</u></p> <p>City: <u>New York</u>  State: <u>New York</u>      Zip: <u>10003</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____  <input type="checkbox"/> Association: _____  <input type="checkbox"/> General Partnership: _____  <input type="checkbox"/> Limited Partnership: _____  <input checked="" type="checkbox"/> Corporation-State: <u>New York</u>  <input type="checkbox"/> Other: _____</p> <p>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) &amp; address(es) attached?      <input type="checkbox"/> Yes      <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input checked="" type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other:</p> <p>Execution Date: <u>August 23, 2002</u></p>	

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application No.(s): <u>76/073994</u></p> <p>Additional numbers attached?      <input type="checkbox"/> Yes      <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s): <u>2521135</u></p>
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FINANCIALS SECTION 11:26

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Michael R. Graham</u>  <u>Marshall, Gerstein &amp; Borun</u></p> <p>Internal Address: <u>Atty. Dkt.: 30165/603US &amp; 614US</u></p> <p>Street Address: <u>6300 Sears Tower</u>  <u>233 S. Wacker Drive</u></p> <p>City: <u>Chicago</u>      State: <u>IL</u>      Zip: <u>60606-6357</u></p>	<p>6. Total Number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>65.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to Deposit Account  <input type="checkbox"/> Authorized to be charged to credit card (Form 2038 enclosed)</p> <p>8. Deposit account number: <u>13-2855</u>  (Attach duplicate copy of this page if paying by deposit account)</p>
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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.*

Jill Anderfuren      *Jill Anderfuren*      11/26/02  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 3

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail, in an envelope addressed to: Box Assignments, Commissioner for Patents, Washington, D.C. 20231, on the date shown below.

Dated: November 26, 2002      Signature: *Jill Anderfuren* (Jill Anderfuren)

12/04/2002 CROELLER 00000224 76073994

01 FC:8521  
02 FC:8522

40.00 OP  
25.00 OP

TRADEMARK  
REEL: 002628 FRAME: 0726

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is entered between SPECTRA MARKETING SYSTEMS, INC. and INTERACTIVE MARKET SYSTEMS, INC. effective as of the date of signing below.

WHEREAS, SPECTRA MARKETING SYSTEMS, INC. (hereinafter "Assignor"), a corporation organized and existing under the laws of the State of Delaware with a principal place of business at 200 West Jackson Boulevard, Suite 2800, Chicago, Illinois, 60606, is the owner of all right, title and interest in and to the trademarks listed on the attached Schedule A, including the goodwill of the business symbolized thereby, and the corresponding applications and registrations filed and issued therefor in the United States Patent and Trademark Office and in the United Kingdom Patent Office (hereinafter "the Trademarks"); and

WHEREAS, INTERACTIVE MARKET SYSTEMS, INC. (hereinafter "Assignee"), a corporation organized and existing under the laws of the State of New York with a place of business at 770 Broadway, New York, New York, 10003, desires to acquire and Assignor wishes to assign to Assignee any and all rights in and to the Trademarks and the goodwill appurtenant thereto;

NOW, THEREFORE:

In consideration of and in exchange for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Assignor hereby assigns to Assignee all of its right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized thereby, the right to sue for past infringement, the right to prosecute and maintain registrations, and the U.S. and U.K. Trademark Applications and Registrations identified in Schedule A.

SPECTRA MARKETING SYSTEMS, INC.  
By: Renee O'Malley  
Name: Renee O'Malley  
Title: Director of Marketing

Dated: Aug 23, 2002

SUBSCRIBED and SWORN to before me this 23<sup>RD</sup>

day of August, 2002.

[Signature], Notary Public

My Commission Expires: 2-21-06



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**SCHEDULE A**

United States Trademark Applications:

<b>Mark</b>	<b>Serial No.</b>	<b>Filing Date</b>	<b>Class</b>	<b>Goods/Services</b>
ADVENTORY	76/072,851	06/07/2000	9	Software for a personal computer that finds matches between an individual product advertisement, the budget allocated for advertising the individual product, and probable buying habits of an expected viewing audience of television programming in each of a quantity of time slots, the software then scheduling each of a number of different individual advertising product advertisements into the time slots
BUDGETFX	76/073,994	06/21/2000	35	Market research and media planning consultation services in the field of advertising and marketing provided via a global computer network
WEB RF	75/898,371	01/05/2000	35	Evaluation of the effectiveness of advertising and marketing plans provided via a global computer network

United States Trademark Registration:

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>	<b>Class</b>	<b>Goods</b>
VMS	2,521,135	12/18/2001	9	Computer software for the planning of advertising and marketing

United Kingdom Registration:

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>	<b>Class</b>	<b>Goods</b>
MEDIA ROI	2232912	10/20/2000	9	Computer software for the planning of advertising and marketing