

03-11-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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

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3-11-03

Tab settings

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

1. Name of conveying party(ies):

USADData, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State 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: 2/28/03

2. Name and address of receiving party(ies)

Name: GATX Ventures, Inc.

Internal Address: Suite 200

Street Address: 3687 Mt. Diablo Blvd.

City: Lafayette State: CA Zip: 94549

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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) 76/737804, 75/721212, 75/721209, 76/217743

B. Trademark Registration No.(s) see attached

Additional number(s) attached Yes No

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

Name: GATX Ventures, Inc.

Internal Address: Attn: Legal Department

Street Address: 16 Munson Road, 5th Floor

City: Farmington State: CT Zip: 06032

6. Total number of applications and registrations involved:

19

7. Total fee (37 CFR 3.41):

\$ 490.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

John C. Bombara, In-House Counsel Name of Person Signing

[Signature]

3/6/03

Date

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

03/12/2003 TBIAZ1 00000056 76737804

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

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TRADEMARK REEL: 002687 FRAME: 0143

USADATA, Inc. – U.S. Trademarks Registrations

Mark	Reg. No.	Reg. Date	Description
DATA-TO-GO	2,445,106	04/17/2001	Providing a website on global computer networks featuring information and research reports in the fields of advertising, marketing, and consumer behavior, in Class 35.
Direct Mail Portal *	2,647,480	11/05/2002	Providing customized mailing lists and marketing information by means of the Internet, Intranet and extranets, in Class 35.
Direct Mail Portal and Design	2,607,055	08/13/2002	Providing customized mailing lists and marketing information by means of the Internet, Intranet and extranets, in Class 35.
GAIN INSIGHT. GET CUSTOMERS.	2,444,555	04/17/2001	Providing marketing information and marketing research reports by means of a global computer network pertaining to marketing, companies, advertising and consumer behavior; providing a directory containing information for contacting and accessing the web sites of others in the newspaper, magazine, radio, television, cable and global computer network industries; and providing web site which contains directories of databases, marketing resources and search engines in a wide variety of fields, in Class 35.
INTERNET INFORMATION PORTAL *	2,367,276	07/11/2000	Providing a web site on a global computer network featuring aggregated searchable databases of marketing resources in Class 35; and Computer on-line services namely, providing search engines for obtaining information, in Class 42.
iProspector	2,359,962	06/20/2000	Providing a website on a global computer networks featuring information in the fields of potential sales prospects for businesses and advertising on a global computer networks, in Class 35.
Lifestyle Connect	2,393,170	10/10/2000	Providing a web site on global computer networks featuring information in the field of consumer products and consumer behavior and lifestyles and allowing users to order downloadable reports based on the foregoing information, in Class 35.

* Supplemental Register

USADATA, Inc. – U.S. Trademarks Registrations

Mark	Reg. No.	Reg. Date	Description
(Marketing hat) design	2,447,949	05/01/2001	Providing marketing information and marketing research reports by means of a global computer network pertaining to marketing, companies, advertising and consumer behavior; providing a directory containing information for contacting and accessing the web sites of others in the newspapers, magazine, radio, television, cable and global computer network industries; and providing a web site which contains directories of databases, marketing resources and search engines in a wide variety of fields, in Class 35.
MARKETING INFORMATION PORTAL *	2,369,600	07/18/2000	Providing a web site on a global computer network featuring aggregated searchable databases of marketing resources, in Class 35.
MARKETTARGET	2,393,171	10/10/2000	Providing business-to-business web site on a global computer network featuring information in the fields of consumer behavior and lifestyles and allowing users to create downloadable reports based on the foregoing information, in Class 35.
MEDIATARGET	2,393,172	10/10/2000	Business-to-business computer services, namely, providing a web site on global computer networks featuring information about and links to newspaper, magazine, radio, television, cable and global computer networks web sites of others, in Class 42.
POWERTARGET	2,391,325	10/03/2000	Downloadable computer software for businesses for use in inputting, collecting and formatting advertising data gathered from various on-line databases and websites, in Class 9.
TARGETMAIL	2,387,475	09/19/2000	Mailing list preparation for businesses, namely, providing mailing lists of consumers and businesses by means of diskette, magnetic tape, printed labels and cards, main frame cartridges, e-mail and by on-line computer delivery, in Class 35.

* Supplemental Register

USADATA, Inc. – U.S. Trademarks Registrations

Mark	Reg. No.	Reg. Date	Description
USADATA [®]	2,545,318	03/05/2002	Providing marketing information and marketing research reports by means of a global computer network pertaining to marketing, companies, advertising and consumer behavior; providing a directory containing information for contacting and accessing the web sites of others in the newspaper, magazine, radio, television, cable and global computer network industries; providing a web site which contains directories of databases, marketing resources and search engines in a wide variety of fields, in Class 35.
USADATA.COM	2,551,531	03/26/2002	Providing marketing information and marketing research reports by means of a global computer network pertaining to marketing, companies, advertising and consumer behavior; providing a directory containing information for contacting and accessing the web sites of others in the newspaper, magazine, radio, television, cable and global computer network industries; providing a web site which contains directories of databases, marketing resources and search engines in a wide variety of fields, in Class 35.

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of February 28, 2003, is executed by USADATA, INC., a New York corporation ("Debtor"), in favor of GATX VENTURES, INC. ("Secured Party").

A. Pursuant to a Venture Loan and Security Agreement dated as of the date hereof (the "Agreement") among Debtor and Secured Party, Secured Party has agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein;

B. Debtor owns the registered trademarks, service marks (and applications and registrations therefor), in the United States, more particularly described on Schedules I-A and I-B annexed hereto as part hereof (collectively, the "Trademarks");

C. Pursuant to the Agreement, Debtor has granted to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with associated goodwill, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party 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 Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Agreement, the terms and provisions of which including, without limitation, Lender's right to exercise its rights and remedies upon an Event of Default, are hereby incorporated herein by reference as if fully set forth herein.

Secured Party's address is: GATX Ventures, Inc.
3687 Mount Diablo Blvd., Suite 200
Lafayette, California 94549

with a copy to:

GATX Ventures, Inc.
16 Munson Road
Farmington, CT 06032

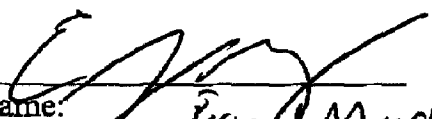
IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first written above.

USADATA, INC.

By:

Name:

Title:


Eoin Murphy
President

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST
TRADEMARKS

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RECORDED: 03/11/2003

TRADEMARK
REEL: 002687 FRAME: 0149