

Form PTO-1594 (Rev. 10/02) OMB No. 0851-0027 (exp. 6/30/2005) **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):
 ALLEGIANCE MARKETING RESOURCES, LLC *ITW*
 CHAMELEON MARKETING, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other LLC - Illinois

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

2. Name and address of receiving party(ies)
 Name: MERCANTILE CAPITAL PARTNERS I, L.P.
 Internal Address: _____
 Address: _____

Street Address: 1372 Shermer Road
 City: Northbrook State: IL Zip: 60062

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Illinois
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Statement of Security Interest of 11/01/2003

Execution Date: 01/08/2004

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 76/553,181;
76/120,824; 76/123,531; 76/123,539

B. Trademark Registration No.(s) 2,661,274;
2,593,590; 2,208,600; 2,161,516

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Max Shaftal
 Internal Address: PATZIK, FRANK & SAMOTNY LTD.

Street Address: 150 South Wacker Drive
Sulte 900

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41).....\$ 340.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-1325

DO NOT USE THIS SPACE

9. Signature.
Max Shaftal  1/13/2004
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

CH \$340.00 501325 766531B1

Application number(s) or registration number(s):
(continued from Item 4 on Recordation Form Cover Sheet)

Serial No. 76,150,979
Serial No. 76/150,978

Reg. No. 2,310,322
Reg. No. 2,251,131
Reg. No. 2,258,828

STATEMENT OF SECURITY INTEREST

MERCANTILE CAPITAL PARTNERS I, L.P., an Illinois limited partnership ("Lender"), and ALLEGIANCE MARKETING RESOURCES, LLC, an Illinois limited liability company ("Borrower"), formerly known as Chameleon Marketing, LLC, hereby acknowledge that, as security for the payment of Borrower's liabilities, Borrower has granted to Lender a first priority, continuing and unconditional security interest as of November 1, 2003, in and to all property of Borrower's of any kind or description, tangible or intangible, whether now existing or hereafter arising or acquired, including, but not limited to the trademark applications and/or registrations and the service mark applications and/or registrations set forth in Schedule A, attached hereto.

Borrower:

ALLEGIANCE MARKETING RESOURCES, LLC (f/k/a CHAMELEON MARKETING, LLC),

By: MERCANTILE CAPITAL PARTNERS I, L.P., its manager

By: MERCANTILE CAPITAL GROUP LLC, its general partner

By: MERCANTILE CAPITAL MANAGEMENT CORPORATION, its manager

By: 
I. Steven Edelson

Title: President

Date: January 8, 2004

Lender:

MERCANTILE CAPITAL PARTNERS I, L.P.

By: MERCANTILE CAPITAL GROUP LLC, its general partner

By: MERCANTILE CAPITAL MANAGEMENT CORPORATION, its manager

By: 
I. Steven Edelson

Title: President

Date: January 8, 2004

SCHEDULE A**APPLICATIONS**

<u>MARK</u>	<u>COUNTRY</u>	<u>APPLICATION NO.</u>
ALLEGIANCE MARKETING RESOURCES	US	76/553,181
E-VALUE PLUS and Design	US	76/120,824
E-VALUEPLUS	US	76/123,531
E-VALUEPLUS.COM	US	76/123,539
E-VALUEPLUSSOLUTIONS.COM	US	76/123,540
EVP	US	76/150,979
EVP	US	76/150,978
E-VP	US	76/150,977
SPREEBOOKS	US	75/505,949 (Abandoned)
SPREE GIFT ASSISTANT	US	75/388,818 (Abandoned)
SPREE MEMBERS	US	75/784,188 (Abandoned)

REGISTRATIONS

<u>MARK</u>	<u>COUNTRY</u>	<u>REGISTRATION NO.</u>
MORE THAN JUST THE WORLD'S LARGEST BOOKSTORE	US	2,221,427
PIXEL PETALS	US	2,237,820
QUOTATION STATION	US	2,209,044
YOU REVIEW	US	2,214,684
S SPREE.COM YOUR CASHBACK CONNECTION	US	2,661,274

CAFE D'ALMA	US	2,216,442
S and Design	US	2,593,590
SMARTCART	US	2,208,600
SPREE (Stylized)	US	2,161,516
SPREE INDEPENDENT PARTNERS and Design	US	2,287,142
SPREE.COM	US	2,310,322
WHERE IT PAYS TO SHOP	US	2,251,131
SPREE.COM and Design	US	2,258,828