

08-29-2005

RECC
TF



103069794

To the Director of the U. S. Patent and Trademark Office

at its or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
KANOODLE.COM, INC.

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

Citizenship (see guidelines) Delaware

Execution Date(s) July 14, 2005

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: STONEHENGE CAPITAL FUND NEW YORK, LLC

Internal Address: 20th Floor

Street Address: 152 West 57th Street

City: New York

State: NY

Country: _____ Zip: 10019

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____

Citizenship _____
Citizenship _____
Citizenship Delaware
Citizenship _____
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
See Schedule B

B. Trademark Registration No.(s)
See Schedule B

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Neal L. Slifkin

Internal Address: HARRIS BEACH PLLC

Street Address: 99 Garnsey Road

City: Pittsford

State: NY Zip: 14534

Phone Number: (585) 419-8636

Fax Number: (585) 419-8813

Email Address: _____

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 165.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Neal L. Slifkin

Signature

8/19/05

Date

Neal L. Slifkin

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

08/26/2005 JJALLAH2 00000004 76616090

01 FC:8521
02 FC:8522

40.00 OP
125.00 OP



08-23-2005

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #77

TRADEMARK
REEL: 003212 FRAME: 0509

**SCHEDULE B
(Trademarks)**

Name	Filed/Registered	Number	Status
BRIGHTADS	10/15/04	76/616,090	U.S. Pending
CONTEXTTARGET	12/29/03	76/567,125	U.S. Pending
DOMAINHOP	04/01/04	76/584,302	U.S. Pending
KANOODLE	01/07/04	984260	Australia Registered
KANOODLE.COM	01/22/04	600297	Canada Registered
KANOODLE.COM	12/10/03	003576501	E.U. Pending
KANOODLE.COM	08/20/02	2,610,179	U.S. Registered
KEYWORDTARGET	03/08/04	76/579,861	U.S. Pending
LOCALTARGET	12/29/03	76/567,113	U.S. Pending
SANTA MONICA NETWORKS INC.	1/15/03	057171	California Registered

**COLLATERAL PATENT, TRADEMARK, AND LICENSE ASSIGNMENT
AMENDMENT NUMBER 1**

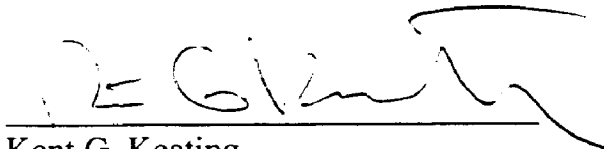
THIS CONTINGENT PATENT, TRADEMARK, AND LICENSE ASSIGNMENT AMENDMENT NUMBER 1 (*Amendment*) is made as of July 14, 2005 by KANOODLE.COM, INC., a Delaware corporation having its principal office and place of business at 260 Creekside Drive, Suite 200, Amherst, New York 14228 (*Assignor*), in favor of STONEHENGE CAPITAL FUND NEW YORK, LLC, a limited liability company formed under the laws of the State of Delaware, and BOCNY, LLC, a limited liability company formed under the laws of the State of New York, both with an address of 152 West 57th Street, 20th Floor, New York, NY 10019 (collectively, "*Assignee*").

Assignor previously made a Collateral Patent, Trademark, and License Assignment (*Assignment*) dated July 14, 2005 in favor of Assignee, which Assignment was filed in the United States Patent and Trademark Office on February 11, 2005 in Reel/Frame 016270/0602.

Schedules A and B to the Assignment are hereby amended to read in their entirety in the form of Schedules A and B attached hereto.

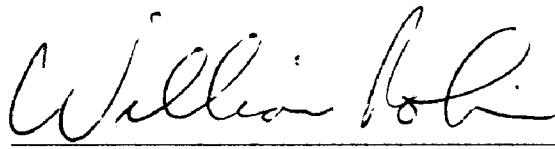
All other terms and conditions of the Assignment remain in full force and effect.

[Signature Page Follows]

By: 
Kent G. Keating
Chairman

STATE OF NEW YORK)
)SS.:
COUNTY OF Niagara)

On the 8 day of July in the year 2005 before me, the undersigned, a notary public in and for said state, personally appeared Kent G. Keating, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.



Notary Public

WILLIAM ROBINS
NOTARY PUBLIC-STATE OF NEW YORK
No. 01RO6122401
Qualified in Niagara County
Commission Expires February 07, 2009

**SCHEDULE A
(Patents)**

Patents	Filed/Published	Number	Status
Method and System for Achieving an Ordinal Position in a List of Search Results Returned by a Bid for Position Search Engine	04/08/04	2004-0068460	Published
Method and System for Offering Advertising Services	05/20/04	2004-0098302	Published
Method and System for Scheduling Search Terms in a Search Engine Account	04/07/05	2005-0076017	Published
Method and System for Offering Advertising Services (Continuation-In-Part)	03/24/05	2005-0065847	Pending
Search Engine Ranking Method and System	03/21/05	11/085485	Pending
Taxonomy-Based Method and System for Targeted Advertising			Proposed
Method and System for Determining a Topic of Interest Based upon Network Browsing Behavior			Proposed