

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Sale of Collateral by Secured Party; Purchase of Collateral by Secured Party		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pentawave, Inc.		06/29/2001	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bruce R. Culver		
Street Address:	6592 East Oak Springs Drive		
City:	Agoura		
State/Country:	CALIFORNIA		
Postal Code:	91301		
Entity Type:	INDIVIDUAL:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2606362	IDEALHIRE	
CORRESPONDENCE DATA			
Fax Number:	(480)924-0289		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	480-924-3990		
Email:	lletham@LethamLF.com		
Correspondent Name:	Lawrence Letham		
Address Line 1:	914 N. Tucana Lane		
Address Line 4:	Gilbert, ARIZONA 85234		
ATTORNEY DOCKET NUMBER:	0302.003.100		
NAME OF SUBMITTER:	Lawrence Letham		
Signature:	/Lawrence Letham/		
Date:	08/09/2008		

OP \$40.00 2606362

Total Attachments: 31

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant(s)	Pentawave, Inc.	Docket No.:	0806.003.100
Registration No.:	2,606,362	Group Art Unit:	Post Registration Div.
Filing Date:	09/13/1999	Examiner:	Patricia A. Everett
Mark:	IdealHire		

Commissioner for Trademarks
P.O. BOX 1451
Alexandria, VA 22313-1451


DECLARATION UNDER 37 C.F.R. §3.73

I, Bruce R. Culver, do hereby declare and state as follows:

1. Pentawave, Inc. ("Pentawave"), developed software for publishing classified advertising for automotive, employment, and real estate.
2. In the fall of 2000, Pentawave failed to get a needed round of funding. I provided bridge loans to Pentawave as a secured creditor. I filed a Uniform Commercial Code Financing Statement with the State of Arizona on November 11, 2000 (Exhibit 10; document no. 01146825). The description of collateral included "copyrights, patents, trademarks, . . . and all other intellectual property."
3. In December of 2000, Pentawave realized that it could not survive and decided to sell its assets.
4. In May 2001, Pentawave sold its assets related to automotive advertising to Gannett Media Technologies. On May 29, 2001, I filed a partial release (Exhibit 2) of my November 11, 2000 financing statement for the assets related to that sale.
5. On June 13, 2001, I file notice of a public sale (Exhibits 3) to dispose of the employment assets of Pentawave. I was the only bidder at the sale and purchased the employment related assets of Pentawave. The assets included computers, software, the services of twenty-five employees, printers, U.S. Patent No. 5,592,375 ("375 patent") and U.S. Trademark Serial No. 75/798,372 (now Registration No. 2,606,362) for the mark "IdealHire." Unfortunately, my attorney at the time did not record the specific assets included in the purchase; however, latter communications from Pentawave officers, in particular Pat Dugan, acknowledged my purchase of the employment related assets of Pentawave (Exhibit 4).

0806.003.100

6. Referring to Exhibit 4, page A states that I foreclosed on “the employment product line assets” in June 2001; page D states that I foreclosed on Pentawave’s “employment/recruitment software and all related assets,” page E states that I wrote-off \$2 million of my secured debt “to purchase the employment/recruiting product line” in June 2001, and page J is a letter that I wrote in about August 2001 in which I state that I “foreclosed on the assets of the employment product line . . . and placed those assets in a new company called IdealHire, Inc.”
7. The records of the registration of the mark “IdealHire” shows Pentawave as being the owner of the registration. The description of goods (computer software for providing a searchable listing of job opportunities and/or job seekers and instruction manual sold as a unit) is clearly employment related. The IdealHire trademark and the good goodwill associated therewith was one of the assets I purchased from Pentawave.
8. The claims of the ‘375 patent are clearly related to employment. The ‘375 patent was one of the assets I purchased from Pentawave.
9. On June 14, 2001, I formed Ideal Hire, Inc. (“IdealHire”), a Delaware corporation (Exhibit 5), and assigned the assets I had purchased from Pentawave to IdealHire. In particular, I assigned the ‘375 patent and the IdealHire trademark to IdealHire (Exhibit 6 and 7).
10. Presently, IdealHire is the true and sole owner of the ‘375 patent and the IdealHire trademark registration.
11. Pursuant to the terms of 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true. The declarations made herein are made with the knowledge that willful false statements and the like are punishable by fine, imprisonment, or both under 18 U.S.C. §1001 and may jeopardize the validity of the present registration.



Bruce R. Culver

7/23/08
Date

0806.003.100

TRADEMARK
REEL: 003832 FRAME: 0173

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant(s)	IdealHire, Inc.	Docket No.:	0806.003.100
Registration No.:	2,606,362	Group Art Unit:	Post Registration Div.
Filing Date:	09/13/1999	Examiner:	Patricia A. Everett
Mark:	IdealHire		

Commissioner for Trademarks
P.O. BOX 1451
Alexandria, VA 22313-1451

DECLARATION UNDER 37 C.F.R. §3.73

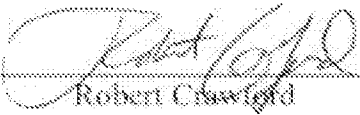
Robert Crawford, do hereby declare and state as follows:

I was the Chief Technical Officer (“CTO”) of Pentawave, Inc. (“Pentawave”) from about 1997 until June 2001. Pentawave developed software for publishing classified advertising for automotive, employment, and real estate.

2. Because of my position and job function at Pentawave, I was familiar with the assets owned by Pentawave and the business transactions that affected the assets of Pentawave. During my tenure as CTO of Pentawave, Bruce R. Culver was an investor and a secured creditor of Pentawave.
3. In the fall of 2000, Pentawave failed to get a needed round of funding. Mr. Culver provided bridge loans to Pentawave. Pentawave secured those loans with the assets of the company.
4. In December of 2000, Pentawave realized that it could not survive and decided to sell its assets.
5. On June 13, 2001, Mr. Culver filed notice of a public sale (Exhibit 1) to dispose of the employment assets of Pentawave. Mr. Culver was the only bidder at the sale and purchased the employment related assets of Pentawave. The assets included computers, software, the services of twenty-five employees, printers, U.S. Patent No. 5,592,375 (“’375 patent”) and the “IdealHire” trademark including the goodwill associated with the mark, all know-how, and U.S. Trademark Application Serial No. 75/798,372 (now Registration No. 2,606,362).
6. As of June 13, 2001, Mr. Culver became the true and sole owner of the ‘375 patent and the IdealHire trademark including the application for registration then pending with the U.S. Patent and Trademark Office.

0806.003.100

7. Pursuant to the terms of 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true. The declarations made herein are made with the knowledge that willful false statements and the like are punishable by fine, imprisonment, or both under 18 U.S.C. §1001 and may jeopardize the validity of the present registration.


Robert Crawford

7/29/08
Date

0806.003.100

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant(s)	IdealHire, Inc.	Docket No.:	0806.003.100
Registration No.:	2,606,362	Group Art Unit:	Post Registration Div.
Filing Date:	09/13/1999	Examiner:	Patricia A. Everett
Mark:	IdealHire		

Commissioner for Trademarks
P.O. BOX 1451
Alexandria, VA 22313-1451

DECLARATION UNDER 37 C.F.R. §3.73

, Patrick Dugan, do hereby declare and state as follows:

I was the Chief Financial Officer (“CFO”) of Pentawave, Inc. (“Pentawave”) from about 1998 until June 2001. Pentawave developed software for publishing classified advertising for automotive, employment, and real estate.

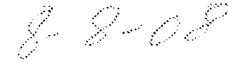
2. Because of my position and job function at Pentawave, I was familiar with the assets owned by Pentawave and the business transactions that affected the assets of Pentawave. During my tenure as CFO of Pentawave, Bruce R. Culver was an investor and a secured creditor of Pentawave.
3. In the fall of 2000, Pentawave failed to get a needed round of funding. Mr. Culver provided bridge loans to Pentawave. Pentawave secured those loans with the assets of the company.
4. In December of 2000, Pentawave realized that it could not survive and decided to sell its assets.
5. On June 13, 2001, Mr. Culver filed notice of a public sale (Exhibit 1) to dispose of the employment assets of Pentawave. Mr. Culver was the only bidder at the sale and purchased the employment related assets of Pentawave. The assets included computers, software, the services of twenty-five employees, printers, U.S. Patent No. 5,592,375 (“375 patent”) and the “IdealHire” trademark including the goodwill associated with the mark, all know-how, and U.S. Trademark Application Serial No. 75/798,372 (now Registration No. 2,606,362).
6. As of June 13, 2001, Mr. Culver became the true and sole owner of the ‘375 patent and the IdealHire trademark including the application for registration then pending with the U.S. Patent and Trademark Office.

0806.003.100

7 Pursuant to the terms of 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true. The declarations made herein are made with the knowledge that willful false statements and the like are punishable by fine, imprisonment, or both under 18 U.S.C. §1001 and may jeopardize the validity of the present registration.



Patrick Dugan



Date

01146825

A

Approved by the Secretary of State of Arizona, Rev. 5/98

When Recorded, mail to: Mr. Bruce R. Culver 6592 E. Oak Springs Drive Agoura, CA 91301	FILED 2000 NOV 17 A 10:54 SECRETARY OF STATE /of 2
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Space above is for Recorder's use

UNIFORM COMMERCIAL CODE FINANCING STATEMENT - UCC1 This FINANCING STATEMENT is presented for filing (recording) Pursuant to the Arizona Uniform Commercial Code.					
1. Debtor (s) (last name first and address): Pentawave, Inc. 7345 E. Acoma Drive Suite #301 Scottsdale, AZ 85260	2. Secured Party(ies) and address: Mr. Bruce R. Culver 6592 E. Oak Springs Drive Agoura, CA 91301				
3. Name and Address of Assignee of Secured Party(ies): N/A	4. <input checked="" type="checkbox"/> If checked, products of collateral are also covered. 5. This Financing Statement covers the following types (or items) of property: All assets, Tangible and Intangible, per Exhibit A.				
6. If the collateral is crops, the crops are growing or to be grown on the following described real estate: N/A					
7. If the collateral is: (a) goods which are to become fixtures; (b) timber to be cut; or (c) minerals or the like (including oil and gas), or accounts resulting from the sale thereof at the wellhead or minehead to which the security interest attaches upon extraction, the legal description of real estate concerned is: N/A					
And, this Financing Statement is to be recorded in the office where a mortgage on such real estate would be recorded. If the Debtor does not have an interest of record, the name of a record owner is:					
8. This Financing Statement is signed by the Secured Party instead of the debtor to perfect or continue perfection of a security interest in: <table border="0"> <tr> <td><input checked="" type="checkbox"/> collateral already subject to a security interest in jurisdiction when it was brought into this state.</td> <td><input type="checkbox"/> collateral as to which the filing has lapsed or will lapse.</td> </tr> <tr> <td><input checked="" type="checkbox"/> proceeds of collateral because of a change in type or use.</td> <td><input type="checkbox"/> collateral acquired after a change of name, identity or corporate structure of the debtor.</td> </tr> </table>		<input checked="" type="checkbox"/> collateral already subject to a security interest in jurisdiction when it was brought into this state.	<input type="checkbox"/> collateral as to which the filing has lapsed or will lapse.	<input checked="" type="checkbox"/> proceeds of collateral because of a change in type or use.	<input type="checkbox"/> collateral acquired after a change of name, identity or corporate structure of the debtor.
<input checked="" type="checkbox"/> collateral already subject to a security interest in jurisdiction when it was brought into this state.	<input type="checkbox"/> collateral as to which the filing has lapsed or will lapse.				
<input checked="" type="checkbox"/> proceeds of collateral because of a change in type or use.	<input type="checkbox"/> collateral acquired after a change of name, identity or corporate structure of the debtor.				

11-17-00 6:12PM
 UCC1 FS 5.00
 TOTAL 5.00

5.00

J. Patrick Dugan 11-15-00
 J. Patrick Dugan
 Vice President & CFO
 Signature(s) of Debtor(s) or Assignor

Use whichever is Applicable
 Dated: _____

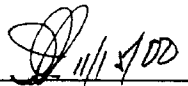
 Signature(s) of Secured Party(ies) or Assignee

EXHIBIT "A"**TO FINANCING STATEMENT AND SECURITY AGREEMENT**

This **FINANCING STATEMENT** and **SECURITY AGREEMENT** covers the following types or items of property (in addition to, and without limiting the types of property set forth on page 1 hereof):

- A) All accounts, receivables, contract rights, chattel paper, instruments, documents, letters of credit, bankers acceptances, drafts, checks, cash, securities, deposit accounts, and general intangibles (including, without limitation, all claims, causes of action, guaranties, rights in and claims under insurance policies (including rights to premium refunds), rights to tax refunds, copyrights, patents, trademarks, rights in and under license agreements, and all other intellectual property);
- B) All inventory, including Seller's rights to any returned or rejected goods, with respect to which Buyer shall have all the rights of any unpaid seller, including the rights of replevin, claim and delivery, reclamation, and stoppage in transit;
- C) All monies, refunds and other amounts due Seller, including, without limitation, amounts due Seller under this Agreement (including Seller's right of offset and recoupment);
- D) All equipment, machinery, furniture, furnishings, fixtures, tools, supplies and motor vehicles;
- E) All farm products, crops, timber, minerals and the like (including oil and gas);
- F) All accessions to, substitutions for, and replacements of, all of the foregoing;
- G) All books and records pertaining to all of the foregoing; and
- H) All proceeds of the foregoing, whether due to voluntary or involuntary disposition, including insurance proceeds.

Initials

Handwritten initials "JH" and date "11/1/00" written over a horizontal line.

06/08/01 16:40 FAX 602 382 6070

SNELL & WILMER B

002

SECRETARY OF STATE

JUN 13 1 43 PM '01

FILED

PR 1146825

P-1146825

Return copy or recorded original to:

Mr. Bruce R. Culver
6592 E. Oak Springs Drive
Agoura, CA 91301

ARIZONA UNIFORM COMMERCIAL CODE
FINANCING STATEMENT CHANGE Form UCC-2
This Statement is presented for filing (recording) pursuant to
the Arizona Uniform Commercial Code.

1. Debtor(s) (last name first and address):
Pentawave, Inc.
7345 E. Acoma Drive, Suite 301
Scottsdale, Arizona 85260

2. Secured Party(ies) and address:
Mr. Bruce R. Culver
6592 E. Oak Springs Drive
Agoura, CA 91301

3. This Statement refers to original Financing Statement File _____ Docket: _____ Page _____
Instrument No. 01146825
Filed (recorded) with Arizona Secretary of State Date filed (recorded) November 17, 2000

4. CONTINUATION. The Financing Statement described above is continued.
 TERMINATION STATEMENT - The Financing Statement described above is terminated.
 ASSIGNMENT. The interest of the Secured Party under the Financing Statement described above has been assigned to the Assignee whose name and address appear below.
 AMENDMENT. The Financing Statement described above is amended as set forth below.
 PARTIAL RELEASE. The Secured Party releases the collateral described below from the Financing Statement described above.

5. See Exhibit A attached hereto for the collateral being released.

06-14-01 10:20AM			
UCC2 PRL	2.00		
06-14101#1R5670		UCC2 PRL	2.00
TOTAL	2.00		
		CHECK	2.00
	1 1R5670		

Dated: May 29, 2001

By: [Signature]
Signature of Secured Party or Assignee of Record

SIGNATURE(S) OF DEBTOR(S)
(Required only on Amendments)

1001076.1

JUN 08 '01 16:57

602 382 6070

PAGE.02

UNOFFICIAL DATA - Fileno: 1146825 CheckDigit: 0 Seqno: 2 Page: 1

Exhibit 2

Exhibit A to Form UCC-2 dated May 29, 2001 re Secured Debt between
Pentawave, Inc. and Mr. Bruce R Culver.

The subject Partial Release relates only to those assets defined as "Purchased Assets" in the Asset Purchase Agreement dated May 29, 2001 between Pentawave, Inc., a Delaware Corporation, and Gannett Media Technologies International, a division of Gannett Satellite Information Network, Inc., a Delaware corporation; as follows:

TANGIBLE PERSONAL PROPERTY

Owned:

Make	Model	Serial #
Mac	G4	XB026029J1
Dell	XPST600	5QU71
Dell	XPST450	8BE3G
HP	LaserJet 4050	SUSQX040307
Lanier	6725 Copier	AG518755X
	54 Chairs	

Whiteboards, trash cans, office supplies, etc., that are currently being used by employees that are to become employees of the Buyer are part of the furniture systems sold.

Leased:

Make	Model	Serial #
Acer	AP4400	93201365AQ
Acer	AP4400	231286.00100592056AQ
Acer	AP4400	231286.00100592108AQ
Acer	AP4400	231286.00100592078AQ
Acer	AP4400	231286.00100592127AQ
Acer	AP4400	231286.00100592114AQ
Toshiba	Sat 2060 CDS	89915349A
Premio PC	Laptop	9900058995
Premio PC	Laptop	9900058997
Premio PC	Laptop	9900058994
Premio PC	Laptop	9900058996
Premio PC	Laptop	935442B110015B
Premio PC	Laptop	9900058998
Acer	Acer Power 4100	91401502AQ
Acer	Acer Power 4100	97000588AQ
Acer	Acer Power 4100	91401510AQ
Acer	Acer Power 4100	91401507AQ

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Exhibit 2

Acer	Acer Power 8000	96000482AQ
Acer	Acer Power 8000	96000502AQ
Gateway	GP7	6000015822043
Dell	PowerEdge 4300	7316P
Dell	PowerEdge 4300	7316H
Acer	Acer Power 8400	97000645AQ
Acer	Acer Power 8400	103172873AQ
Acer	Acer Power 8400	94302529AQ
Acer	Acer Power 8400	101619108AQ
Acer	Acer Power 8400	102135666AQ
Acer	Acer Power 8400	102135620AQ
Acer	Acer Power 8400	102300232AQ
Acer	Acer Power 8400	102236678AQ
Realport	Ethernet	Part of below Toshiba's
Realport	Ethernet	Part of below Toshiba's
Realport	Ethernet	Part of below Toshiba's
Realport	Ethernet	Part of below Toshiba's
Realport	Ethernet	Part of below Toshiba's
Realport	Ethernet	Part of below Toshiba's
Realport	Ethernet	Part of below Toshiba's
Microsoft	Office 2000 Prof.	Part of below Toshiba's
Microsoft	Office 2000 Prof.	Part of below Toshiba's
Microsoft	Office 2000 Prof.	Part of below Toshiba's
Microsoft	Office 2000 Prof.	Part of below Toshiba's
Microsoft	Office 2000 Prof.	Part of below Toshiba's
Microsoft	Office 2000 Prof.	Part of below Toshiba's
Microsoft	Office 2000 Prof.	Part of below Toshiba's
Cisco	2620	Part of below Toshiba's
Cisco	2620	Part of below Toshiba's
Cisco	Port 1	Part of below Toshiba's
Cisco	Port 1	Part of below Toshiba's
Cisco	Port 1	Part of below Toshiba's
Cisco	Port 1	Part of below Toshiba's
Toshiba	Sat2180CDT	20445444U
Toshiba	Sat2180CDT	40593866U
Toshiba	Sat2180CDT	20445463U
Toshiba	Sat2180CDT	40594053U
Toshiba	Sat2180CDT	20445393U
Toshiba	Sat2180CDT	40594068U
Toshiba	Sat2180CDT	20445465U
Vodavi	Digital Phone System	Various
Xerox	Color Printer	
	1 Workstation	
	1 Workstation	
	1 Workstation	
	1 Workstation	
	Reception Station	
	1 Workstation	
	3 Workstations	
	4 Lateral Files	
	12 Workstations	

UNOFFICIAL DATA - Fileno: 1146825 CheckDigit: 0 Seqno: 2 Page: 3

Exhibit 2

INTELLECTUAL PROPERTY**Trademarks**

- AutoChooser®

Copyrights

Copyright protection held by Pentawave, Inc. for assets purchased under this agreement is transferred to the Buyer

Registered Domains

- autochooser.com
- autowholesaling.com

MATERIAL CONTRACTS & LEASES

- | | |
|--|---|
| * Union Tribune Publishing Company, dated 4/23/98 | * The Peoria Journal Star, dated 6/1/00 |
| * Victoria Advocate Publishing Company, dated 5/14/97 | * The State Journal Register, dated 6/1/00 |
| * The E.W. Scripps Company, dated 9/25/98 | * Media News Group, dated 7/10/00 |
| * Pulitzer Technologies Inc, dated 10/14/98
(St. Louis Post Dispatch and other properties)
Amended 1/14/00 | * Medford Mail Tribune, dated 7/7/00 |
| * AutoConnect, L.L.C., dated 12/23/98 | * The Washington Post, dated 7/31/00 |
| * The Bakersfield Californian, dated 3/21/99 | * Morris Communications, dated 8/29/00 |
| * Daily Breeze, dated 4/20/99 | * Gazette Communications, dated 8/8/00 |
| * The Post and Courier, dated 6/23/99 | * Buffalo.com, dated 5/23/00 |
| * Media News Group, Inc., dated 6/30/99 | * Media News Group, dated 1/4/01 |
| * Cox Enterprises, dba The Atlanta Journal Constitution, dated 8/2/99 | * Freedom Communications, dated 3/19/01 |
| * The Tribune Company, dated 10/15/99 | * Tribune Review Publishing Co, dba Pittsburgh
dated 1/26/01 |

UNOFFICIAL DATA - Fileno: 1146825 CheckDigit: 0 Seqno: 2 Page: 4

Exhibit 2

* Cape Cod Times, dated 3/6/00

* Media News Group, dated 5/31/00

* Midland Reporter Telegram, 2/24/00

* DR Partners, dba lasvegas.com, dated 3/6/00
Amended 1/22/01

* Maine Today.com, dated 5/23/00

Pacific Leasing Co., dated 10/14/99 - #171125-02
(Formerly Media Capital Associates LLC)

Pacific Leasing Co., dated 11/2/99 - #171125-903
(Formerly Media Capital Associates LLC)

GE Capital CPLC, dated 4/28/98 - # 31468003 (partial)
(Formerly Colonial Pacific Leasing Co)

GE Capital CPLC, dated 5/26/98 - # 31468004 (partial)
(Formerly Colonial Pacific Leasing Co)

Freedom Capital Holdings, dated 7/9/99 - #1545860

Freedom Capital Holdings, dated 9/3/99 - #1647380

Freedom Capital Holdings, dated 10/20/99 - #1711441

JDR Capital Corp., dated 9/24/99 - 17912-00/995078
(Formerly Access Capital)

Landmark Financial, dated 3/31/00 - #28418-01

Landmark Financial, dated 4/10/00 - #28418-03

Progress Leasing, dated 5/30/00

Textron Financial Corporation, dated 4/25/00 - #01936800002

Unicapital, dated 7/26/00 - #165320001
(Formerly BSB Leasing)

Xerox Corp., 10/26/99 - #957702079

Classified Ventures, dated 5/17/00

R.L. Polk, dated 6/2/97

Intellichoice, dated 10/28/99

IT Networks, dated 12/8/99

GDT Novaservices, dated 9/28/00

UNOFFICIAL DATA - Fileno: 1146825 CheckDigit: 0 Seqno: 2 Page: 5

Adobe inDesign

Quark Xpress

SOFTWARE COMPONENTS

Intellectual property and source code ownership of AutoChooser Database, AutoChooser Consumer Web Site, AutoChooser Manager, and AutoChooser AMM.

UNOFFICIAL DATA - Fileno: 1146825 CheckDigit: 0 Seqno: 2 Page: 6

When Recorded, Return to:
Dana Warren
Riordan & McKinzie
5743 Corsa Avenue, Suite 116
Westlake Village, CA 91362

SECRETARY OF STATE
UCC-1 Recording Number 01146825

JUN 14 3 00 PM '01

DOC - 1146825 FILED - 1146825

NOTICE OF PROPOSED DISPOSITION OF COLLATERAL BY PUBLIC SALE

DEBTOR: Pentawave, Inc.
7345 E. Acoma Drive
Suite #200
Scottsdale, AZ 85260

SECURED PARTY: Mr. Bruce R. Culver
6592 E. Oak Springs Drive
Agoura, CA 91301

You are hereby given notice that Bruce R. Culver, whose address is 6592 East Oak Springs Drive, Agoura, California 91301 (hereinafter referred to as "Secured Party") has a lien on, among other things, that certain personal property (the "Collateral") attached hereto as Exhibit 1 and located at the headquarters of Pentawave, Inc. ("Debtor"), in which Debtor, whose address is 7345 East Acoma Drive, Suite 305, Scottsdale, Arizona 85260, has claimed or may claim an interest. Debtor is in default under its obligations to Secured Party which are secured by the Collateral.

Pursuant to A.R.S. Section 47-9504, you are hereby given notice of the proposed disposition of the Collateral by Secured Party. Secured Party intends to dispose of the Collateral pursuant to a public sale, which public sale shall take place on June 29, 2001, at 10:00 a.m., at the law offices of Snell & Wilmer, LLP, One Arizona Center, 400 E. Van Buren, Phoenix, Arizona 85004.

This Notice of Proposed Disposition of Collateral By Public Sale refers to that certain Uniform Commercial Code Financing Statement by and between Debtor and Secured Party, filed on November 17, 2000 with the Arizona Secretary of State at document no. 1146825-0. Information concerning Secured Party's security interest may be obtained from Secured Party at the address listed above and/or from Secured Party's counsel, Dana Warren, Esq., Riordan & McKinzie, 5743 Corsa Avenue, Westlake Village, CA 91362, (818) 706-1800.

DATED this 13th day of June, 2001.

By 

Dana Warren, Esq.
Attorney for Bruce R. Culver

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PAGE 02

UNOFFICIAL DATA - Fileno: 1146825 CheckDigit: 0 Seqno: 3 Page: 1

Exhibit 3

TRADEMARK

REEL: 003832 FRAME: 0186

EXHIBIT "A"

TO FINANCING STATEMENT AND SECURITY AGREEMENT

This FINANCING STATEMENT and SECURITY AGREEMENT covers the following types or items of property (in addition to, and without limiting the types of property set forth on page 1 hereof):

- A) All accounts, receivables, contract rights, chattel paper, instruments, documents, letters of credit, bankers acceptances, drafts, checks, cash, securities, deposit accounts, and general intangibles (including, without limitation, all claims, causes of action, guaranties, rights in and claims under insurance policies (including rights to premium refunds), rights to tax refunds, copyrights, patents, trademarks, rights in and under license agreements, and all other intellectual property);
- B) All inventory, including Seller's rights to any returned or rejected goods, with respect to which Buyer shall have all the rights of any unpaid seller, including the rights of replevin, claim and delivery, reclamation, and stoppage in transit;
- C) All monies, refunds and other amounts due Seller, including, without limitation, amounts due Seller under this Agreement (including Seller's right of offset and recoupment);
- D) All equipment, machinery, furniture, furnishings, fixtures, tools, supplies and motor vehicles;
- E) All farm products, crops, timber, minerals and the like (including oil and gas);
- F) All accessions to, substitutions for, and replacements of, all of the foregoing;
- G) All books and records pertaining to all of the foregoing; and
- H) All proceeds of the foregoing, whether due to voluntary or involuntary disposition, including insurance proceeds.

Initials

[Handwritten initials]

(A)

J. Patrick Dugan
C/o IdealHire, Inc.
7345 East Acorn Drive #200
Scottsdale, AZ 85260

August 28, 2001

To: The Board of Directors of Pentawave, Inc.

As I believe you already know, Bruce Culver is planing to foreclose on the remaining Pentawave, Inc. assets much the way he did the employment product line assets last June. Mr. Culver, who resigned as an officer and director last May, is a secured creditor of the Company, with a second lien on all the assets of the Company behind the first lien held by Silicon Valley Bank.

Attached for your files is a copy of Mr. Culver's Notice of Disposition of Collateral; included in said notice is contact information for Mr. Culver and his attorney.

Yours truly,

B

August 21, 2001

BY FACSIMILE (480-281-0299) AND REGULAR U.S. MAIL

Board of Directors
Pentawave, Inc.
Suite 200
7345 East Acoma Dr.
Scottsdale, AZ 85260

Re: Notice of Foreclosure of Lien and Public Sale Pursuant to A.R.S. § 47-9504

Dear Ladies and Gentlemen:

Notice is hereby given that Bruce R. Culver ("Secured Party") intends to foreclose his lien on the personal property identified on Schedule A attached hereto. Secured Party's lien arises pursuant to that certain Loan Agreement and Promissory Note, dated September 26, 2000, as amended ("Promissory Note"). The Promissory Note was perfected by filing a UCC-1 with the Arizona Secretary of State on November 17, 2000 at number 01146825. Secured Party intends to foreclose his lien, pursuant to A.R.S. § 47-9504, by selling the items of personal property identified in Schedule A at a public sale on Friday, August 31, 2001, at 10:00 a.m. located at the law offices of Snell & Wilmer, LLP, One Arizona Center, 400 E. Van Buren, Phoenix, Arizona 85004, with the proceeds to be applied to the outstanding indebtedness due and owing under the Promissory Note. In addition, a copy of the Notice of Proposed Disposition of Collateral, which was filed with the Secretary of State, is also attached for your records as Schedule B.

Yours truly,

Dana Warren, Esq.
Attorney for Bruce R. Culver
C/o Riordan & McKinzie
5743 Corsa Avenue
Westlake Village, CA 91362
(818) 706-1800

Attachments: Schedules A and B.



When Recorded, Return to:
Dana Warren
Riordan & McKinzie
5743 Corsa Avenue, Suite 116
Westlake Village, CA 91362

UCC-1 Recording Number: 01146825

NOTICE OF PROPOSED DISPOSITION OF COLLATERAL BY PUBLIC SALE

DEBTOR: Pentawave, Inc.
Suite #200
7345 E. Acoma Drive
Scottsdale, AZ 85260

SECURED PARTY: Mr. Bruce R. Culver
6592 E. Oak Springs Drive
Oak Park, CA 91377

Notice is hereby given that Mr. Bruce R. Culver, whose address is 6592 East Oak Springs Drive, Oak Park, California 91377 (hereinafter referred to as "Secured Party") has a lien on, among other things, all assets, tangible and intangible (the "Collateral"), of Pentawave, Inc. ("Debtor"), in which Debtor, whose address is 7345 East Acoma Drive, Suite 200, Scottsdale, Arizona 85260, has claimed or may claim an interest. Debtor is in default under its obligations to Secured Party which are secured by the Collateral.

Pursuant to A.R.S. Section 47-9504, notice is hereby given of the proposed disposition of the Collateral by Secured Party. Secured Party intends to dispose of the Collateral pursuant to a public sale, which public sale shall take place on Friday, August 31, 2001, at 10:00 a.m., at the law offices of Snell & Wilmer, LLP, One Arizona Center, 400 E. Van Buren, Phoenix, Arizona 85004.

This Notice of Proposed Disposition of Collateral By Public Sale refers to that certain Uniform Commercial Code Financing Statement by and between Debtor and Secured Party, filed on November 17, 2000 with the Arizona Secretary of State at document no. 1146825-0. Information concerning Secured Party's security interest may be obtained from Secured Party at the address listed above and/or from Secured Party's counsel, Dana Warren, Esq., Riordan & McKinzie, 5743 Corsa Avenue, Westlake Village, CA 91362, (818) 706-1800.

DATED this 21st day of August, 2001.

By /s/ Dana Warren

Dana Warren, Esq.
Attorney for Bruce R. Culver



August 21, 2001

To: The shareholders of Pentawave, Inc.

Enclosed is a notice we received today from Mr. Bruce R. Culver, a secured creditor of the Company.

Mr. Culver has a second lien on all the remaining assets of the Company, behind a first lien held by Silicon Valley Bank.

As previously disclosed, Mr. Culver has earlier (June 29th) foreclosed on the Company's employment/recruitment software and all related assets; it is our understanding that in this proposed action Mr. Culver will bid on the remaining assets of Pentawave, in particular the real estate and the Cross-media software and a receivable due from Gannett re the earlier sale of the automotive product to GMTI, a subsidiary of Gannett.

As also previously disclosed, Mr. Culver resigned as a director and as Chairman of Pentawave, effective May 30, 2001.

Included in the enclosed notice is contact information for Mr. Culver and his attorney.

Pentawave, Inc.

Exhibit 4

TRADEMARK

REEL: 003832 FRAME: 0191



August 22, 2001

To: The OffRoad shareholders of Pentawave, Inc.

Pentawave's initial meeting with Homestore.com re Pentawave's dispute and possible lawsuit with them, and their alleged breach of contract, resulted in a total rejection of Pentawave's position and no offer of settlement or continued negotiations. The Company is reviewing with counsel its options in this regard and will keep you advised.

In the meantime, Mr. Bruce Culver has decided to exercise his rights as a secured creditor and foreclose on the remaining assets of Pentawave. Among other things, this action may prod Homestore into a more definitive and accommodating posture re the subject dispute.

As you know, Mr. Culver has been the sole source of funding for Pentawave since last October; he has secured debt owed to him of \$3.2 million (after the write-off of \$2,000,000 used to purchase the employment/recruiting product line last June) and an equity investment of some \$3.3 million.

Mr. Culver will be sending in the next few days a more complete update on the current status of events at Pentawave and his intentions in this regard.

In the meantime, attached is a copy of the Notice of Disposition of Collateral that the Company received yesterday from Mr. Culver.

Mr. Culver has a second lien on all the remaining assets of the Company, behind a first lien held by Silicon Valley Bank.

As previously disclosed, Mr. Culver has earlier (June 29th) foreclosed on the Company's employment/recruitment software and all related assets; it is our understanding that in this proposed action Mr. Culver will bid on all of the remaining assets of Pentawave, in particular the real estate and the Cross-media software and a receivable due from Gannett re the earlier sale of the automotive product to GMTI, a subsidiary of Gannett.

As also previously disclosed, Mr. Culver resigned as a director and as Chairman of Pentawave, effective May 30, 2001.

Included in the enclosed notice is contact information for Mr. Culver's attorney.

Pentawave, Inc.

Exhibit 4

TRADEMARK

REEL: 003832 FRAME: 0192

F

August 22, 2001

Via Facsimile (805-557-2689) and Certified Mail

Mr. John Miller
Homestore.com, Inc.
30700 Russell Ranch Road
Westlake Village, CA 91362

Dear Mr. Miller:

Re: Pentawave, Inc.

Tom Watkins suggested I send you this courtesy copy of a Notice of Disposition of Collateral that was sent yesterday to all Pentawave shareholders, including the General Counsel of Homestore.

If you have any questions or want further information, please feel welcome to call me at 480-281-0333.

Yours truly,

J. Patrick Dugan

G

August 21, 2001

To: The unsecured creditors of Pentawave, Inc.

Enclosed is a notice we received today from Mr. Bruce R. Culver, a secured creditor of the Company.

Mr. Culver has a second lien on all the remaining assets of the Company, behind a first lien held by Silicon Valley Bank.

As previously disclosed, Mr. Culver has earlier (June 29th) foreclosed on the Company's employment/recruitment software and all related assets; it is our understanding that in this proposed action Mr. Culver will bid on the remaining assets of Pentawave, in particular the real estate and the Cross-media software and a receivable due from Gannett re the earlier sale of the automotive product to GMTI, a subsidiary of Gannett.

As also previously disclosed, Mr. Culver resigned as a director and as Chairman of Pentawave, effective May 30, 2001.

Included in the enclosed notice is contact information for Mr. Culver and his attorney.

Pentawave, Inc.

I

When Recorded, Return to:
Dana Warren
Riordan & McKinzie
5743 Corsa Avenue, Suite 116
Westlake Village, CA 91362

UCC-1 Recording Number: 01146825

NOTICE OF PROPOSED DISPOSITION OF COLLATERAL BY PUBLIC SALE

DEBTOR: Pentawave, Inc.
Suite #200
7345 E. Acoma Drive
Scottsdale, AZ 85260

SECURED PARTY: Mr. Bruce R. Culver
6592 E. Oak Springs Drive
Oak Park, CA 91377

Notice is hereby given that Mr. Bruce R. Culver, whose address is 6592 East Oak Springs Drive, Oak Park, California 91377 (hereinafter referred to as "Secured Party") has a lien on, among other things, all assets, tangible and intangible (the "Collateral"), of Pentawave, Inc. ("Debtor"), in which Debtor, whose address is 7345 East Acoma Drive, Suite 200, Scottsdale, Arizona 85260, has claimed or may claim an interest. Debtor is in default under its obligations to Secured Party which are secured by the Collateral.

Pursuant to A.R.S. Section 47-9504, notice is hereby given of the proposed disposition of the Collateral by Secured Party. Secured Party intends to dispose of the Collateral pursuant to a public sale, which public sale shall take place on Friday, August 31, 2001, at 10:00 a.m., at the law offices of Snell & Wilmer, LLP, One Arizona Center, 400 E. Van Buren, Phoenix, Arizona 85004.

This Notice of Proposed Disposition of Collateral By Public Sale refers to that certain Uniform Commercial Code Financing Statement by and between Debtor and Secured Party, filed on November 17, 2000 with the Arizona Secretary of State at document no. 1146825-0. Information concerning Secured Party's security interest may be obtained from Secured Party at the address listed above and/or from Secured Party's counsel, Dana Warren, Esq., Riordan & McKinzie, 5743 Corsa Avenue, Westlake Village, CA 91362, (818) 706-1800.

DATED this 21st day of August, 2001.

By /s/ Dana Warren

Dana Warren, Esq.
Attorney for Bruce R. Culver



To: Fellow shareholders of Pentawave, Inc.

From: Bruce R. Culver

As I think you know, I am both a shareholder and a secured creditor of Pentawave.

I have been the sole source of funding for Pentawave since last October. After the write-off of \$2.0 million used to purchase the employment/recruiting product line last June, I have additional secured debt owed to me of \$3.2 million plus an equity investment of \$3.3 million.

Last June I exercised my rights as a secured creditor and foreclosed on the assets of the employment product line. I paid for these assets with a credit bid of \$2.0 million, at a public auction where I was the only bidder. I then placed these assets into a new company called IdealHire, Inc. and set about to raise capital for the new entity. In this regard, I invited current shareholders of Pentawave to join me in financing the new company.

I have sent a Private Placement Memorandum re IdealHire, Inc. to numerous potential investors, but to date have received no significant takers. I am still actively looking for co-investors, and have discussions in process with a couple of potential strategic partners. But as of now, I am the sole source of funding for IdealHire, Inc.

As to Pentawave, the initial meeting with Homestore.com re Pentawave's dispute and possible breach of contract lawsuit with them resulted in a total rejection of Pentawave's position and no offer of settlement or continued negotiations. The Pentawave Board is reviewing with counsel its options in this regard and will keep you advised.

In the meantime, I have decided to exercise my rights as a secured creditor and foreclose on the remaining assets of Pentawave, which are primarily the real estate product line and cross media technology. Among other things, this action may prod Homestore into a more definitive and accommodating posture re the subject dispute.

If the public sale of the subject collateral goes as expected, I will end up with title to these assets (subject to a \$500,000 first lien held by Silicon Valley Bank). If I am able to eventually realize more value from these assets than the secured debt owed to SVB and myself, I intend to share such excess proceeds with the Pentawave shareholders. The first to receive proceeds would be Preferred shareholders in accordance with their liquidation rights. Next would be Pentawave common shareholders proportionately based on dollars they invested (rather than shares owned).

While this best-case scenario is not likely, it is possible: once these assets are obtained through a secured lender foreclosure they are the property of the lender and not subject to the same contractual restraints as when they were the property of Pentawave, Inc.

I will keep you advised of my progress with both the Pentawave and IdealHire assets, and welcome any support or suggestion of how to better maximize the value of these assets.

With best regards,



Bruce Culver
480 281-0300

ASSIGNMENT OF PATENT

FOR GOOD AND VALUABLE CONSIDERATION,

I, the undersigned have agreed and hereby agree to assign for good and valuable consideration, receipt of which is hereby expressly acknowledged, and do hereby sell, assign and transfer unto

IdealHire, Inc.

a corporation organized under the laws of the state of Delaware as Assignee, and its successors, assigns and legal representatives, the entire right, title and interest in and to certain inventions relating to:

U.S. Patent No. 5,592,375 filed March 11, 1994, issued January 7, 1997, and entitled "Computer-Assisted System For Interactively Brokering Goods or Services Between Buyers and Sellers"

and the invention(s) and improvement(s) set forth therein.

I agree that, when requested, I will, without charge to said Assignee but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and for vesting title thereto in said Assignee, its successors, assigns and legal representatives or nominees.

I covenant with said Assignee, its successors, assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that I have full right to convey the same as herein expressed.

IN WITNESS WHEREOF, I have hereunto signed my name on the day and year set forth below.



Bruce R. Culver

June 21, 2001

ASSIGNMENT OF TRADEMARK AND GOODWILL

FOR GOOD AND VALUABLE CONSIDERATION,

I, the undersigned have agreed and hereby agree to assign for good and valuable consideration, receipt of which is hereby expressly acknowledged, and do hereby sell, assign and transfer unto

IdealHire, Inc.

a corporation organized under the laws of the state of Delaware as Assignee, and its successors, assigns and legal representatives, the entire right, title and interest, for all countries in and to the trademark, goodwill associated with the trademark, a trademark registration application file with the U.S. Patent and Trademark Office, all software, sales contacts, and accruements to produce the goods identified under the trademark:

"IdealHire" as described in U.S. Trademark Application Serial No. 75/798,372 filed September 13, 1999.

I agree that, when requested, I will, without charge to said Assignee but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and for vesting title thereto and in said Assignee, its successors, assigns and legal representatives or nominees.

I covenant with said Assignee, its successors, assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that I have full right to convey the same as herein expressed.

IN WITNESS WHEREOF, I have hereunto signed my name on the day and year set forth below.



Bruce R. Culver

June 21, 2001