

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Adknowledge, Inc.		10/17/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	333 South Hope Street
Internal Address:	13th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3166403	ADKNOWLEDGE
Registration Number:	3245615	CLICK SCORING
Registration Number:	3313254	ADSTATION
Registration Number:	2334551	ADKNOWLEDGE
Registration Number:	2839758	NEWTONKNOWS

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9192868041
 Email: pto_tmconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC
 Address Line 1: 430 Davis Drive
 Address Line 2: Suite 500
 Address Line 4: Morrisville, NORTH CAROLINA 27560

OP \$140.00 3166403

ATTORNEY DOCKET NUMBER:	017625.4442 EAR
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	10/20/2008
Total Attachments: 3 source=NGSI-T#page1.tif source=NGSI-T#page2.tif source=NGSI-T#page3.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

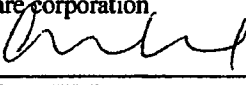
Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of October 17, 2008 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark license or trademark application.

Very truly yours,

ADKNOWLEDGE, INC.,
a Delaware corporation.

By: 
Name: Scott W. Lynn
Title: Chief Executive Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: _____
Name:
Title:

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Very truly yours,

ADKNOWLEDGE, INC.,
a Delaware corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By:  _____
Name: Julie Yamachi
Title: Senior Vice President

SCHEDULE 1

**Adknowledge, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
ADKNOWLEDGE and Design	3166403	10/31/06
CLICK SCORING	3245615	5/22/07
ADSTATION	3313254	10/16/07
ADKNOWLEDGE	2334551	3/28/00
NEWTONKNOWS	2839758	5/11/04