

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BANKS.COM, INC.	FORMERLY INTERSEARCH GROUP, INC.	01/22/2009	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	CAPITALSOUTH PARTNERS FUND II LIMITED PARTNERSHIP, as Collateral Agent
Street Address:	1011 E. Morehead St.
Internal Address:	Suite 150
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28204
Entity Type:	LIMITED PARTNERSHIP: NORTH CAROLINA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2064772	INTERSEARCH
Registration Number:	3459355	INTERSEARCH
Registration Number:	3209741	PARKING DOTS
Registration Number:	3170998	SEARCH EQUITY
Registration Number:	3432858	2020SEARCH
Registration Number:	3320506	REDZIP
Serial Number:	76658774	INTERSEARCH
Serial Number:	78726255	UPSPIRAL

CORRESPONDENCE DATA

Fax Number: (704)339-3476
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 704-377-8176
 Email: lperes@rbh.com

CH \$215.00 2064772

Correspondent Name: Laura A. Peres, Certified Paralegal
Address Line 1: 101 N. Tryon St.
Address Line 2: Suite 1900
Address Line 4: Charlotte, NORTH CAROLINA 28246

ATTORNEY DOCKET NUMBER:	14574.00020
NAME OF SUBMITTER:	LAURA A. PERES
Signature:	/LAURA A. PERES/
Date:	01/27/2009

Total Attachments: 3

source=Banks.com, Inc. - Assignment and Grant of Security Interest in Trademarks#page1.tif
source=Banks.com, Inc. - Assignment and Grant of Security Interest in Trademarks#page2.tif
source=Banks.com, Inc. - Assignment and Grant of Security Interest in Trademarks#page3.tif

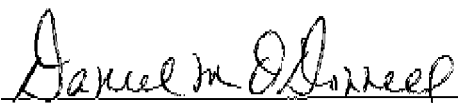
**ASSIGNMENT AND GRANT OF SECURITY INTEREST
IN TRADEMARKS**

WHEREAS, BANKS.COM, INC., a Florida corporation with offices at 222 Kearny Street, Suite 550, San Francisco, California 94108, (the "Pledgor") is the owner of the trademarks or service marks listed on Schedule A attached hereto, which marks are registered in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (the "Trademarks"); and

WHEREAS, the Pledgor has entered into a Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of July 21, 2006, in which the Pledgor has agreed with **CAPITAL SOUTH PARTNERS FUND II LIMITED PARTNERSHIP**, as Collateral Agent (the "Collateral Agent"), with offices at 1011 East Morehead Street, Suite 150, Charlotte, North Carolina 28204, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby assign and grant to the Collateral Agent a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Assignment has been given in conjunction with the assignment and security interest granted to the Collateral Agent under the Security Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

BANKS.COM, INC.

By: 
Name: Daniel M. O'Donnell
Title: President

Schedule A**TRADEMARKS**

<u>Pledgor</u>	<u>Mark</u>	<u>Registration No.</u>	<u>Country</u>	<u>Registration Date</u>
				May 27, 1997 (Renewed Mar. 30, 2008)
Banks.com, Inc.	INTERSEARCH	2064772	USA	
Banks.com, Inc.	INTERSEARCH	3459355	USA	July 1, 2008
				Apr. 20, 2006 (filed)
Banks.com, Inc.	INTERSEARCH PARKING	76658774	USA	
Banks.com, Inc.	DOTS SEARCH	3209741	USA	Feb. 13, 2007
Banks.com, Inc.	EQUITY	3170998	USA	Nov. 14, 2006
Banks.com, Inc.	2020search	3432858	USA	May 20, 2008
Banks.com, Inc.	RedZip	3320506	USA	Oct. 23, 2007
				Oct. 4, 2005 (filed)
Banks.com, Inc.	UPSPIRAL	78726255	USA	

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco }

On January 22, 2009 before me, Janet E. Steiniger, Notary Public
Date Here Insert Name and Title of the Officer

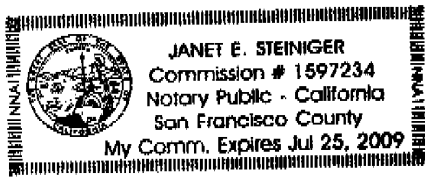
personally appeared Daniel M. O'Donnell
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(~~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~~ authorized capacity(~~ies~~), and that by his/~~her/their~~ signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf of which the person(~~s~~) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Janet E. Steiniger
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Assignment and Grant of Security Interest in Trademarks

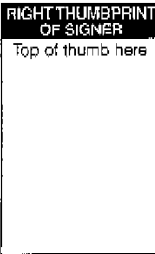
Document Date: no date Number of Pages: two

Signer(s) Other Than Named Above: no other signers

Capacity(ies) Claimed by Signer(s)

Signer's Name: Daniel M. O'Donnell

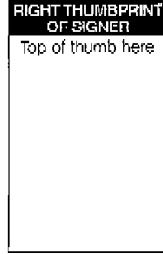
- Individual
- Corporate Officer — Title(s): President
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: Banks.com, Inc.

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____