

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Whale Shark Media, Inc.		11/24/2010	CORPORATION: DELAWARE
Spectrawide Acquisition Co., LLC		11/24/2010	LIMITED LIABILITY COMPANY: DELAWARE
Spectrawide Inc.		11/24/2010	CORPORATION: TEXAS
CSB Acquisition Co., LLC		11/24/2010	LIMITED LIABILITY COMPANY: DELAWARE
CLTD Acquisition Co., LLC		11/24/2010	LIMITED LIABILITY COMPANY: DELAWARE
Smallponds, LLC		11/24/2010	LIMITED LIABILITY COMPANY: DELAWARE
Deals.com, LLC		11/24/2010	LIMITED LIABILITY COMPANY: DELAWARE
RMN Acquisition Co., LLC		11/24/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Escalate Capital Partners SBIC I, L.P.		
Street Address:	300 West Sixth Street		
Internal Address:	Suite 2250		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78701		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	3039689	DEALS 2 BUY	
Registration Number:	3039690	DEALS2BUY	
Registration Number:	3242261	CARDS2APPLY	

OP \$290.00 3039689

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Registration Number:	3104032	CHEAP STINGY BASTARD
Registration Number:	3634494	CHEAPSTINGYBARGAINS.COM
Registration Number:	3491398	SKINDEALS
Registration Number:	3491396	COUPONSEVEN
Serial Number:	77235994	COUPONSHARE
Serial Number:	77236093	COUPONSLTD
Serial Number:	85147268	DEALS.COM
Serial Number:	85147258	DEALSDOTCOM

CORRESPONDENCE DATA

Fax Number: (214)758-1550

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 214-758-1509

Email: vwalker@pattonboggs.com

Correspondent Name: Vicky Walker, Patton Boggs LLP

Address Line 1: 2000 McKinney Avenue, Suite 1700

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	023854.0132
NAME OF SUBMITTER:	Vicky Walker, Senior Paralegal
Signature:	/Vicky Walker/
Date:	02/24/2011

Total Attachments: 7

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of November 24, 2010 by and between Escalate Capital Partners SBIC I, L.P. ("**Lender**") and WHALE SHARK MEDIA, INC., a Delaware corporation (the "**Company**"), SPECTRAWIDE ACQUISITION CO., LLC, a Delaware limited liability company, SPECTRAWIDE INC., a Texas corporation, CSB ACQUISITION CO., LLC, a Delaware limited liability company, CLTD ACQUISITION CO., LLC, a Delaware limited liability company, SMALLPONDS, LLC, a Delaware limited liability company, DEALS.COM, LLC, a Delaware limited liability company and RMN ACQUISITION CO., LLC, a Delaware limited liability company (collectively, the "**Borrowers**").

RECITALS

Lender has agreed to make certain Advance of money and to extend certain financial accommodations to Borrowers under that certain Loan and Security Agreement by and between Lender and Borrowers dated of even date herewith (as amended from time to time, the "**Loan Agreement**"). Capitalized terms used herein are used as defined in the Loan Agreement. Pursuant to the terms of the Loan Agreement, Borrowers have granted to Lender a security interest in its personal property.

NOW, THEREFORE, Borrowers agree as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under any other Loan Document now existing or hereafter arising among Borrowers and Lender, Borrowers grant to Lender a security interest in all of Borrowers' right, title and interest in, its Intellectual Property (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B, and C hereto) and all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof. Borrowers represent and warrant that Schedules A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Borrowers have registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office or any other agency of any state or country responsible for the registration of any patent, trademark, copyright, or similar protection, as applicable. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

[Signature page follows.]


IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by their respective officers thereunto duly authorized as of the first date written above.

Address of Borrower:

515 South Congress Avenue
Suite 700
Austin, Texas 78704


BORROWER:

WHALE SHARK MEDIA, INC.,
a Delaware corporation

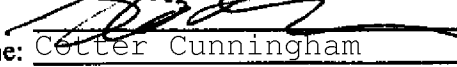
By: 
Name: Cotter Cunningham
Title: President

SPECTRAWIDE ACQUISITION CO., LLC,
a Delaware limited liability company

By: Whale Shark Media, Inc,
its sole member

By: 
Name: Cotter Cunningham
Title: President

SPECTRAWIDE INC.,
a Texas corporation

By: 
Name: Cotter Cunningham
Title: President

CSB ACQUISITION CO., LLC,
a Delaware limited liability company

By: Whale Shark Media, Inc,
its sole member

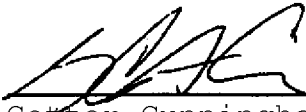
By: 
Name: Cotter Cunningham
Title: President

[Signature Page to Intellectual Property Security Agreement]

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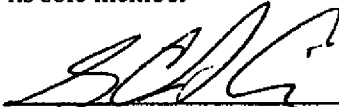
CLTD ACQUISITION CO., LLC,
a Delaware limited liability company

By: Whale Shark Media, Inc,
its sole member

By: 
Name: Cotter Cunningham
Title: President

SMALLPONDS, LLC,
a Delaware limited liability company

By: Whale Shark Media, Inc,
its sole member

By: 
Name: Cotter Cunningham
Title: President


DEALS.COM, LLC,
a Delaware limited liability company

By: Whale Shark Media, Inc,
its sole member

By: 
Name: Cotter Cunningham
Title: President

RMN ACQUISITION CO., LLC,
a Delaware limited liability company

By: Whale Shark Media, Inc,
its sole member

By: 
Name: Cotter Cunningham
Title: President

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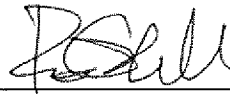
Address of Lender:

300 West Sixth Street
Suite 2250
Austin, Texas 78701

LENDER:

ESCALATE CAPITAL PARTNERS SBIC I, L.P.,
a Delaware limited partnership

By: Escalate SBIC Capital Management, LLC,
its general partner

By: 
Name: ROSS COCKREN
Title: MEMBER

[Signature Page to Intellectual Property Security Agreement]

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SCHEDULE A
Copyrights

<u>Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
None.		

SCHEDULE B

Patents

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
None.		

SCHEDULE C

Trademarks

<u>Mark</u>	<u>Appl. No./Reg No.</u>	<u>File Date/ Issue Date</u>	<u>Registered Owner</u>	<u>Country</u>	<u>Int. Class</u>
DEALS2BUY (Stylized)	3,039,689	1/10/06	Spectrawide Inc.	US	35
DEALS2BUY	3,039,690	1/10/06	Spectrawide Inc.	US	35
DEALS2BUY	951260	1/07/08	Srinivas Thatipally	Japan	35
DEALS2BUY	TMA705,015	1/18/08	Srinivas Thatipally	Canada	35
DEALS2BUY (Stylized)	1358823	5/24/05	Srinivas Thatipally	India	35
CARDS2APPLY	3,242,261	5/15/07	Spectrawide Inc.	US	35
CheapStingyBastard	3,104,032	7/9/05	CSB Acquisition Co., LLC	US	
CheapStingyBargains.com	3,634,494	10/13/08	CSB Acquisition Co., LLC	US	
SKINDEALS	3,491,398	7/23/07	CTLD Acquisition Co., LLC	US	
COUPONSEVEN	3,491,396	7/23/07	CTLD Acquisition Co., LLC	US	
COUPONSHARE	77,235,994	7/23/07	Jason Husman	US	
COUPONSLTD	77,236,093	7/23/07	Jason Husman	US	
DEALS.COM	85/147,268	10/7/10	Deals.com, LLC	US	35
DEALSDOTCOM	85/147,258	10/7/10	Deals.com, LLC	US	35

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RECORDED: 02/24/2011

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