

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
MediaWhiz Holdings, Inc.		09/30/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of Montreal, as Agent
Street Address:	115 South LaSalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	Chartered Bank: CANADA

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3807009	MONETIZEIT THE MEDIAWHIZ AFFILIATE NETWORK
Registration Number:	3817980	MONETIZEIT
Registration Number:	3806976	MW
Registration Number:	3817392	DEMAND MORE FROM YOUR MARKETING SPEND.
Registration Number:	3760745	MEDIAWHIZ
Registration Number:	3783215	MEDIA WHIZ DISPLAY
Registration Number:	3597345	SHOPPING ADS
Registration Number:	3597346	REVIEW ME
Registration Number:	3783194	MEDIA WHIZ SEARCH
Registration Number:	3694627	TEXT LINK ADS
Registration Number:	3888436	MEDIAWHIZ SEARCH
Registration Number:	3065670	MEDIA WHIZ

CORRESPONDENCE DATA

900203809

**TRADEMARK
 REEL: 004635 FRAME: 0902**

CH \$315.00 3807009

Fax Number: (312)803-5299
Phone: (312) 845-3430
Email: kalwa@chapman.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Richard Kalwa
Address Line 1: 111 West Monroe Street
Address Line 2: Chapman and Cutler LLP
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	1900448
NAME OF SUBMITTER:	Richard Kalwa
Signature:	/richard kalwa/
Date:	10/05/2011

Total Attachments: 6
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TRADEMARK COLLATERAL AGREEMENT

This 30th day of September, 2011, MEDIAWHIZ HOLDINGS, INC., a Delaware corporation (“*Debtor*”), with its principal place of business and mailing address at 75 Broad Street, 23rd Floor, New York, New York 10004, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, grants a continuing security interest to BANK OF MONTREAL, a Canadian chartered bank (“*BMO*”), with its mailing address at 115 South LaSalle Street, Chicago, Illinois 60603, acting as agent hereunder for the Secured Creditors as defined in the Security Agreement referred to below, and its successors and assigns (BMO acting as such administrative agent and any successor(s) or assign(s) to BMO acting in such capacity being hereinafter referred to as the “*Agent*”), for the benefit of the Secured Creditors, in the following property:

(i) Each registered trademark, trademark registration, and trademark application listed on Schedule A hereto; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto, in each case together with the right to sue for and collect said damages;

to secure the payment and performance of all Secured Obligations as set out in that certain Security Agreement, dated as of February 27, 2007, among Debtor, Agent and the other debtors party thereto (as the same may be amended, modified, or amended and restated in its entirety from time to time the “*Security Agreement*”).

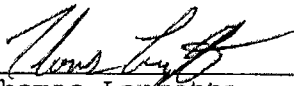
Notwithstanding anything herein to the contrary, this Trademark Collateral Agreement shall not operate as a sale, transfer, conveyance or other assignment to Agent of any applications by Debtor for a trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted (such pending applications which are based on intent to use being hereinafter referred to collectively as “*Intent-To-Use Applications*”), but rather, if and so long as Debtor’s Intent-To-Use Application is pending without a Statement of Use having been filed and accepted, then this Trademark Collateral Agreement shall operate only to create a security interest for collateral purposes in favor of Agent on such Intent-To-Use Application as collateral security for the Secured Obligations. When a Statement of Use is filed and accepted by the Trademark Office, then that application shall cease to be partly exempted from this Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the registered trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

MEDIAWHIZ HOLDINGS, INC.

By 
Name Thomas Lanzetta
Title Chief Financial Officer

Accepted and agreed to as of the date and year last above written.

BANK OF MONTREAL, as Agent

By _____
Name _____
Title _____

[Signature Page to Trademark Collateral Agreement]

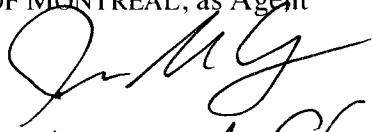
IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

MEDIAWHIZ HOLDINGS, INC.

By _____
Name _____
Title _____

Accepted and agreed to as of the date and year last above written.

BANK OF MONTREAL, as Agent





By _____
Name Jason M. Cery
Title Vice President


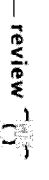

**SCHEDULE A
TO TRADEMARK COLLATERAL AGREEMENT**

**REGISTERED TRADEMARKS
AND TRADEMARK APPLICATIONS
FEDERAL TRADEMARK REGISTRATIONS**

Please see the attached.

Schedule A
to
Trademark Collateral Agreement for
MediaWhiz Holdings, Inc.

Mark / Design	Country	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Record Owner
MONETZEIT THE MEDIAWHIZ AFFILIATE NETWORK	U.S. Federal	77884377	02-Dec-2009	3807009	22-Jun-2010	Registered	MEDIAWHIZ HOLDINGS, INC. DELAWARE CORPORATION 23RD FLOOR 75 BROAD STREET NEW YORK, NEW YORK 10004
MONETZEIT	U.S. Federal	77884318	02-Dec-2009	3817980	13-Jul-2010	Registered	MEDIAWHIZ HOLDINGS, INC. DELAWARE CORPORATION 23RD FLOOR 75 BROAD STREET NEW YORK, NEW YORK 10004
 Monetzeit THE MONETZEIT GROUP OF COMPANIES	U.S. Federal	77877395	20-Nov-2009	3806976	22-Jun-2010	Registered	MEDIAWHIZ HOLDINGS, INC. DELAWARE CORPORATION 23RD FLOOR 75 BROAD STREET NEW YORK, NEW YORK 10004
	U.S. Federal	77876799	19-Nov-2009	3817392	13-Jul-2010	Registered	MEDIAWHIZ HOLDINGS, INC. DELAWARE CORPORATION 23RD FLOOR 75 BROAD STREET NEW YORK, NEW YORK 10004
DEMAND MORE FROM YOUR MARKETING SPEND.	U.S. Federal	77791435	28-Jul-2009	3760745	16-Mar-2010	Registered	MEDIAWHIZ HOLDINGS, INC. DELAWARE CORPORATION 23RD FLOOR 75 BROAD STREET NEW YORK, NEW YORK 10004
MEDIAWHIZ	U.S. Federal	77423880	17-Mar-2008	3783215	04-May-2010	Registered	MEDIAWHIZ HOLDINGS, INC. DELAWARE CORPORATION 23RD FLOOR 75 BROAD STREET NEW YORK, NEW YORK 10004
 MediaWhiz	U.S. Federal						

Mark / Design	Country	Application Serial No.	Filing Date	Reg. No.	Reg. Date	Status	Record Owner
SHOPPING ADS 	U.S. Federal	77389148	05-Feb-2008	3597345	31-Mar-2009	Registered	MEDIAWHIZ HOLDINGS, INC. DELAWARE CORPORATION 75 BROAD STREET 23RD FLOOR NEW YORK, NEW YORK 10004
REVIEW ME 	U.S. Federal	77389201	05-Feb-2008	3597346	31-Mar-2009	Registered	MEDIAWHIZ HOLDINGS, INC. DELAWARE CORPORATION 23RD FLOOR 75 BROAD STREET NEW YORK, NEW YORK 10004
 SEARCH	U.S. Federal	77387612	04-Feb-2008	3783194	04-May-2010	Registered	MEDIAWHIZ HOLDINGS, INC. DELAWARE CORPORATION 23RD FLOOR 75 BROAD STREET NEW YORK, NEW YORK 10004
TEXT LINK ADS Text Link Ads	U.S. Federal	77386700	01-Feb-2008	3694627	13-Oct-2009	Registered	MEDIAWHIZ HOLDINGS, INC. DELAWARE CORPORATION 23RD FLOOR 75 BROAD STREET NEW YORK, NEW YORK 10004
MEDIAWHIZ SEARCH	U.S. Federal	77375720	18-Jan-2008	3888436	14-Dec-2010	Registered	MEDIAWHIZ HOLDINGS, INC. DELAWARE CORPORATION 75 BROAD ST 23RD FLOOR NEW YORK, NEW YORK USA 10004
MEDIA WHIZ	U.S. Federal	78563352	09-Feb-2005	3065670	07-Mar-2006	Registered	MEDIAWHIZ HOLDINGS, INC. DELAWARE CORPORATION 75 BROAD STREET 23RD FLOOR NEW YORK, NEW YORK 10004

TRADEMARK