

06-23-1999



U.S. Department of Commerce
Patent and Trademark Office

101075071

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies): Classifieds2000, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State California
 Other _____

Additional name(s) of conveying Party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 8, 1999

2. Name and address of receiving party(ies):
Name: BankBoston, N.A..
Internal Address: Suite 250
Street Address: 435 Tasso Street
City: Palo Alto State: CA Zip: 94301

Individual(s) citizenship _____
 Association _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation - State: _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional Name(s) & address(es) attached:
 Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): 75/335,886

B. Trademark Registration No.(s): 2,121,438

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:
Name: Helen Canafax
Internal Address: Gibson, Dunn & Crutcher
Telesis Tower, 31st Floor
Street Address: One Montgomery Street
City: San Francisco State: CA Zip: 94104

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 50-0440
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Colin O'Brien

Name of Person Signing

Colin O'Brien

Signature

6/8/99

Date

Total number of pages including cover sheet, attachments and document: 4

OMB No. 0651-0011

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing this document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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TRADEMARK
REEL: 001917 FRAME: 0200

**NOTICE
OF SECURITY INTEREST IN
PATENTS AND TRADEMARKS**

NOTICE IS HEREBY GIVEN that Classifieds2000, Inc, a California corporation (the "Debtor") with an office located at 555 Broadway, Redwood City, California 94063, and BankBoston, N.A., a national banking association (the "Agent"), with an office located at 435 Tasso Street, Suite 250, Palo Alto, California 94301, on behalf of certain lenders (collectively, the "Secured Parties"), have entered into a Guarantor Pledge and Security Agreement dated as of March 8, 1999 (the "Security Agreement").

Pursuant to the Security Agreement, the Debtor has granted to the Agent, for the equal and ratable benefit of the Secured Parties, a security interest in (a) the registered patents, applications for registration of patents, and licenses of registered patents listed in Schedule A hereto and (b) the registered trademarks and service marks, applications for registration of trademarks and service marks, and licenses of registered trademarks and service marks listed in Schedule B hereto, together with the goodwill of the business symbolized thereby, to secure the payment, performance and observance of the Secured Obligations as defined in the Security Agreement.

The Commissioner of Patents and Trademarks is requested to record this notice in its records.

Dated: March 8, 1999

CLASSIFIEDS2000, INC.

By: Chry m. Vail

Name: Chry m. Vail

Title: Corporate Secretary

**SCHEDULE B
TO
NOTICE OF SECURITY INTEREST IN PATENTS AND TRADEMARKS
FROM
CLASSIFIEDS2000, INC.**

1. Classifieds2000's Federal Trademark and Service Mark Registrations.

<u>Trademark/Service Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
COOL NOTIFY	2,121,438	12/16/97

2. Classifieds2000's Applications for Federal Registration of Trademarks and Service Marks.

<u>Trademark/Service Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
CLASSIFIEDS.COM	75-335,886	8/4/97