

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

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1/7/00

RECOR

01-24-2000



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
**TRADEMARK**  
JAN 7 2000

Our Ref: 40198-0141

TO: The Commissioner of Patents and Trademarks: 101253442 document(s) or copy(ies).

**Submission Type**

☒ New  
  
☐ Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_  
  
☐ Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_  
  
☐ Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

**Conveyance Type**

☐ Assignment ☐ License  
  
☐ Security Agreement  
  
☐ Merger  
  
☐ Change of Name  
Effective Date  
Month Day Year  
12/30/99  
  
☒ Other Memorandum of Confirmation of Security Interest

**Conveying Party**

☐ Mark if additional names of conveying parties attached

Name RTR Funding LLC

Execution Date  
Month Day Year  
12/30/99

Formerly \_\_\_\_\_

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation

☐ Association ☒ Other - Limited Liability Company

☒ Citizenship/State of Incorporation/Organization Delaware

**Receiving Party**

☐ Mark if additional names of receiving parties attached

Name The Chase Manhattan Bank

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 450 West 33rd Street, 15th Fl.

Address (line 2) New York, NY 10001

Address (line 3) \_\_\_\_\_

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached  
☐ Corporation ☐ Association

☒ Other Banking Corporation

☒ Citizenship/State of Incorporation/Organization New York

01/21/2000 JSHABAZZ 00000122 1571290

01 FC:481  
02 FC:482

40.00 OP  
200.00 OP

FOR OFFICE USE ONLY

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

**TRADEMARK**  
**REEL: 002011 FRAME: 0062**

**Domestic Representative Name and Address**

**Enter for the first Receiving Party only.**

Name \_\_\_\_\_

Address (line 1) \_\_\_\_\_

Address (line 2) \_\_\_\_\_

Address (line 3) \_\_\_\_\_

Address (line 4) \_\_\_\_\_

**Correspondent Name and Address**

Area Code and Telephone Number (212) 309-6988

Name Kerry A. Krzynowek, Esq.

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP, Attn: TMSU

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036-5869

**Pages**

**Enter the total number of pages of the attached conveyance document including any attachments.**

# 3

**Trademark Application Number(s) or Registration Number(s)**

**Trademark Application Number(s)**

**Registration Number(s)**

1,571,290	1,973,899
1,579,363	2,121,147
1,809,170	2,077,516
2,125,548	
2,132,289	
2,148,759	

**Number of Properties Enter the total number of properties involved.**

# 9

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$ 240

Method of Payment: Enclosed X

Deposit Account \_\_\_\_\_

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes X No \_\_\_\_\_

**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. Charges to deposit account are authorized, as indicated herein.*

Kerry A. Krzynowek  
Name of Person Signing

Kerry A. Krzynowek  
Signature

1/3/2000  
Date Signed

**EXHIBIT B****Memorandum of Confirmation**

This Memorandum of Confirmation of a Trademark Security Interest ("Memorandum") is made by RTR Funding LLC ("Pledgor"), a Delaware limited liability company, in favor of The Chase Manhattan Bank, a banking corporation organized under the laws of New York (the "Pledgee"), in its capacity as Funding Agent for the benefit of Park Avenue Receivables Corporation ("PARCO") and the APA Banks under the Receivables Transfer Agreement, dated as of December 30, 1999, by and among Pledgor, Transmedia Network Inc., individually and as Servicer, PARCO, the APA Banks, the Back-up Servicer, the Successor Servicer and the Funding Agent. Pledgor and Pledgee are collectively referred to in this Memorandum as the "Parties."

**Introduction**

A. Pledgor recently acquired and now owns (1) right, title and interest in and to the marks listed on the attached Schedule A (the "Marks"), (2) certain United States registrations for or applications to register the Marks, (3) all common-law rights associated with the use of the Marks, and (4) the goodwill developed through prior use of the Marks.

B. Pledgor and Pledgee are parties to a Trademark License Agreement ("License"), dated December 30, 1999.

C. Pursuant to the terms of the License, Pledgors granted to Pledgee a lien on the Marks, together with the goodwill of the business connected with and symbolized by the Marks, to secure the performance of Licensor and its affiliates under the Ancillary Agreements (as defined in the License).

D. The Parties desire to confirm and make a record of the grant of a security interest in the Marks in favor of Pledgee.

**AGREEMENT**

For good and valuable consideration, the receipt and adequacy of which the Parties acknowledge, Pledgor confirms that it granted to Pledgee a security interest in all of Pledgor's right, title, and interest in, to, and under the Marks, whether currently existing or later arising or acquired.

The parties acknowledge that the rights and remedies of Pledgee with respect to the security interest are more fully set forth in the License, the terms and provisions of which are incorporated into this Memorandum by reference.

FROM

(WED) 12. 29' 99 17:34/ST. 17:21/NO. 4800000899 P 36

IN WITNESS WHEREOF, Pledgor has caused this Memorandum of Confirmation to be duly executed as of the date written above.

PLEDGOR:

RTR Funding LLC  
By: [Signature]  
Title: VICE PRESIDENT  
Date: 12-29-99

# **SCHEDULE A**

## **MARKS**

### **Federal Registrations**

<b><u>Mark</u></b>	<b><u>Reg. No.</u></b>	<b><u>Reg. Date</u></b>
TRANSMEDIA	1,571,290	12/12/89
TRANSMEDIA NETWORK	1,579,363	1/23/90
TRANSMEDIA	1,809,170	12/7/93
TRANSMEDIA	2,125,548	12/30/97
TRANSMEDIA NETWORK	2,132,289	1/27/98
TURN MEALS INTO MILES	2,148,759	4/7/98
DINING A LA CARD	1,973,899	5/14/96
EARN MILES FOR YOUR MEALS	2,121,147	12/16/97
TRANSFORMS YOUR CREDIT CARDS INTO MONEY MAKERS	2,077,516	7/8/97

### **Trade Names**

TRANSMEDIA  
RTR FUNDING LLC