

07,05,00

04-28-2000



101338563

To the Honorable

04-05-2000

y thereof.

1. Name of (U.S. Patent & Trademark Mail Rept Dt. #26)

Training Media Operating LLC

- Individual  Association
- General Partnership  Limited Partnership
- Corporation - State:

Other: Delaware Limited Liability Company

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

3 Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other: \_\_\_\_\_

Execution Date: February 10, 2000

2. Name and address of conveying party(ies):

Name: Fleet National Bank

Internal Address: \_\_\_\_\_

Street Address: One Federal Street

City: Boston State: MA Zip: 02110

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

Other: National Association

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No (Designations 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)

B Trademark Registration No.(s)

- 1,631,580
- 1,631,581
- 2,190,577
- 1,381,822

Additional numbers attached?  yes  no

5 Name and address of party to whom correspondence concerning document should be mailed:

Name: Catherine R. Howell, Paralegal

Internal Address: Ropes & Gray

Street Address: 1301 K St., N. W. Suite 800 East

City: Washington, D.C. State: \_\_\_\_\_ Zip: 20005

6. Total number of applications and registration involved:

..... [4]

7. Total Fee (37 CFR 3.41) ..... \$ 115

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1945

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.

Catherine R. Howell

Name of Person Signing

Catherine R. Howell

Signature

April 3, 2000

Date

Total number of pages including cover sheet, attachments and document: [ 6 ]

MHODMA.WASH;7088893;1

25/2000 INQUIRY: 10000066 10000066

1092  
1093



US PATENT & TRADEMARK OFFICE  
APR - 5 P 2:16  
TRADEMARK FEE RECEIVED

# MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of February 10, 2000 between Training Media Operating LLC, a Delaware limited liability company (the "Mark Owner"), having a place of business at 500 Canal View Boulevard, Rochester, New York 14623, and Fleet National Bank, as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of February 10, 2000, as from time to time in effect, among the Mark Owner, certain of its affiliates, certain lenders party thereto and the Secured Party, having a place of business at One Federal Street, Boston, Massachusetts 02110.

1. Pursuant to the Guarantee and Security Agreement dated as of February 10, 2000, as from time to time in effect (the "Guarantee and Security Agreement"), among the Mark Owner, certain of its affiliates and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in certain trademarks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and goodwill symbolized thereby (collectively, the "Collateral").
2. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Guarantee and Security Agreement.

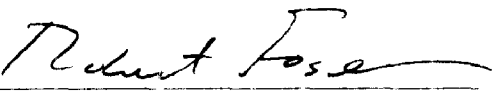
The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

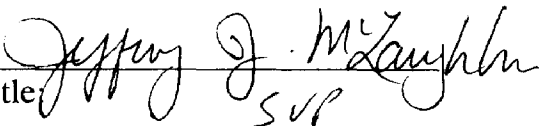
Mark Owner:

Secured Party:

TRAINING MEDIA OPERATING LLC

FLEET NATIONAL BANK,  
as Agent under the Credit Agreement referred  
to above

By   
Title:

By   
Title: SVP

**EXHIBIT A**

**See Attached Document**

ve;8185 '30;2

**TRADEMARK  
REEL: 002061 FRAME: 0074**

Intellectual Property Rights: Trademark and Service Mark Applications and Registrations

INTERNATIONAL CONVENTION OF PATENTS

Client ID	Country	Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status
Client: ZD EDUCATION								
15302	Australia	LOGICAL OPERATIONS	16, 41	587264	9/25/1992	587264	9/25/1992	Registered
15308	Australia	LOGICAL OPERATIONS	16, 41	587266	9/25/1992	587266	9/25/1992	Registered
15453	Benelux	LOGO	9, 16, 41	868049	3/26/1996	602577	3/26/1996	Registered
15456	Benelux	LOGICAL OPERATIONS	9, 16, 41	868048	3/26/1996	602576	3/26/1996	Registered
13050	European Union	LOGO	9, 16, 41	149770	4/1/1996	149770	6/22/1998	Registered
13659	European Union	LOGICAL OPERATIONS	9, 16, 41	149773	4/1/1996	149773	6/22/1998	Registered
15452	Germany	LOGICAL OPERATIONS	41, 9, 16	Z 10 925/41 WZ	2/19/1992	DWZ 2 050 674	11/29/1993	Registered
15005	Germany	LOGICAL OPERATIONS	9, 16, 41	Z 10 858/41 WZ	12/3/1991	DWZ 2 041 472	7/29/1993	Registered
15630	Germany	LOGICAL OPERATIONS	9, 16, 41	Z 10 924/41 WZ	2/19/1992	DWZ 2 037 545	6/3/1993	Registered

TRADEMARK

Client: ZD JOURNALS

ID	Country	Mark	Classes	App. #	App. Dt	Rec. #	Rec. Dt	Status
13650	European Union	COBB	9, 16, 42	149682	4/1/1996			Pending
14803	France	COBB LOGO	16, 41	310 995	9/30/1991	1 696 152	9/30/1991	Registered
13492	Germany	COBB	16, 41	Z 10 799/41 WZ	10/4/1991	2 102 942	2/7/1997	Registered
15716	Germany	COBB LOGO	16, 41	Z 10 823/41	11/2/1991	2 099 624	2/28/1996	Registered
15264	Italy	COBB LOGO	16	RM91COO3546	10/8/1991	615365	2/3/1994	Registered
14661	United Kingdom	COBB LOGO	16	1478813	10/4/1991	1478813	10/4/1991	Registered
15708	United Kingdom	INSIDE AND COBB LOGO	16	2001314	10/31/1994			Pending/Opposed
14271	United States	COBB LOGO	16	74/039059	3/16/1990	1,631,580	1/15/1991	Registered
15002	United States	THE COBB GROUP	16	74/039111	3/16/1990	1,631,581	1/15/1991	Registered

