

04/05/00
RECORDATION FORM COVER SHEET
TRADEMARKS OFFICE

04-28-2000



To the Honorable Commissioner of Patents and Trademarks: Please record the attached document.

101338561

1. Name of conveying party(ies):

Training Media Operating LLC

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

Other: Delaware Limited Liability Company

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date: February 10, 2000

Bank Name: Fleet National Bank

Bank Address: _____

Branch 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 this document)

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)

SEE ATTACHMENT A

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:

..... [26]

7. Total Fee (37 CFR 3.41) \$ 690

- 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: [9]

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04/28/2000 DNGUYEN 00000068 9164142

01 FC:481
02 FC:482

(40.00 OP
650.00 OP)

TRADEMARK OFFICE
2000 APR -5 P 2:16
TRADEMARK FEE PROCESS RECEIVED

EXHIBIT A

See Attached Document

Intellectual Property Rights: Trademark and Service Mark Applications and Registrations

WBT

TRADEMARKS (Continued by Form) SERIALS

Client ID	Country	Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status
19218	Australia	LEARNPRO	9, 16, 41, 42		2/1/1998	754010	7/31/1998	Registered
13666	European Union	CUSTOM CLASSROOM LIBRARY	9, 16, 41	149898	4/1/1996	149898	7/29/1998	Registered
13728	European Union	CUSTOM CLASSROOM LIBRARY LOGO	9, 16, 41	149930	4/1/1996	149930	7/10/1998	Registered
13850	European Union	EXPRESSLINE	9, 16, 41	149864	4/1/1996			Pending/Opposed
13664	European Union	INTERACTIVE TRAINING COMPANION	9, 16, 42	140707	4/1/1996			Pending/Opposed
19217	European Union	LEARNPRO	9, 16, 41, 42	736371	2/2/1998			Pending
15633	Germany	CUSTOM CLASSROOM LOGO	16, 41	Z 10 926/41 WZ	2/19/1992	DWZ 2 033 979	4/5/1993	Registered
15563	Germany	LOGICAL CLASSMATE TRAINING CENTER MANAGEMENT	9, 16, 41	Z10 928/41WZ	2/19/1992	DWZ 2034744	4/19/1993	Registered
15635	Germany	SKILLS EVALUATION SERIES	16, 41	Z 10 927/41 WZ	2/19/1992	DWZ 2 037 859	6/8/1993	Registered
19279	United States	CUSTOM CLASSROOM LIBRARY	9	75/448427	3/11/1998	2,277,493	9/14/1999	Registered
15363	United States	CUSTOM CLASSROOM LIBRARY LOGO	9	74/562910	8/12/1994	2,184,314	8/25/1998	Registered
14361	United States	EXPRESSLINE	16	75/017574	11/13/1995	2,116,727	11/25/1997	Registered
14365	United States	EXPRESSLINE	41	75/035355	12/21/1995	2,082,361	7/22/1997	Registered
15047	United States	INTERACTIVE TRAINING COMPANION	9	75/061285	2/22/1996			Pending
18744	United States	LEARNPRO	16	75/335605	7/31/1997	2,286,208	10/12/1999	Registered
18745	United States	LEARNPRO	41	75/335606	7/31/1997	2,286,209	10/12/1999	Registered

TRADEMARK
 REEL: 002066 FRAME: 0800

Client: ZD JOURNALS

ID	Country	Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status
13791	France	INSIDE	16, 41	92419914	5/21/1992	92419914	5/21/1992	Registered
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
19195	United States	INSIDE AND COBBLESTONE	16	75/419243	10/31/1994			Pending
19195	United States	ABC'S OF THE WWW	9	75/419243	1/16/1998			Pending
19363	United States	BEYOND WEB BASICS	9	75/476805	4/24/1998			Pending
19289	United States	BUILDING INTERNET COMMUNITIES	9	75/456140	3/24/1998			Pending
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
20195	United States	EFOCUS	16	75/620312	1/14/1999			Pending
20196	United States	EFOCUS	42	75/620311	1/14/1999			Pending
20550	United States	INSIDE WEB DEVELOPMENT	16	75/805343	10/14/1999			Pending
20214	United States	INTERNET SEARCH ADVANTAGE	16	75/631180	1/29/1999			Pending
19167	United States	INTERNET SEARCH ADVANTAGE	38	75/403810	12/11/1997			Pending
19169	United States	INTERNET SEARCH ADVANTAGE	42	75/403809	12/11/1997			Pending
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
19362	United States	THE COMPLETE WEB SITE CD	9	75/474165	4/24/1998			Pending
19194	United States	WEB FANATIC'S GUIDE TO THE INTERNET	9	75/419242	1/16/1998			Pending

Schedule 379(a) Intellectual Property Rights: Trademark and Service Mark Applications and Registrations of Seller

Year	Country	Product Name	Units	Value	Start Date	End Date	Status
18743	United States	LEARNPRO	9	75/533449	7/31/1997	2,274,892	Registered
20138	United States	QUICKSKILL	41	75/589623	11/16/1998		Pending
20136	United States	QUICKSKILL	42	75/589636	11/16/1998		Pending
20137	United States	QUICKSKILL	9	75/589624	11/16/1998		Pending
20140	United States	QUICKSKILL/CBT	41	75/589621	11/16/1998		Pending
20139	United States	QUICKSKILL/CBT	9	75/589622	11/16/1998		Pending
20366	United States	TECHEXPERT	41	75/687546	4/20/1999		Pending
20370	United States	TECHEXPERT	9	75/688064	4/22/1999		Pending
19761	United States	THE HI-TECH HUB	42	75/522858	7/21/1998		Pending

TRADEMARK

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of February 10, 2000 between WBT 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.

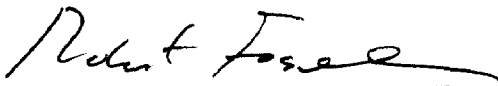
The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

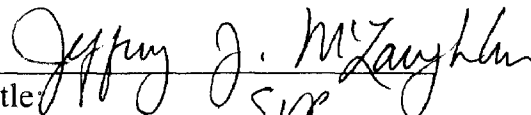
Mark Owner:

Secured Party:

WBT OPERATING LLC

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

By 
Title:

By 
Title: SVR

URLs

Domain Name

2000TRAINING.COM
32-BIT-WIN-EXPERT.COM
ASDJ.COM
BHMNIGHTLIFE.COM
COBB.COM
COBB-GROUP.COM
COBBTIPS.COM
CTSUPERSITE.COM
DEV-INTRANETS.COM
DEVINTRANETS.COM
ECALERT.COM
ECINSIDER.COM
ECOMMERCEINSIDER.COM
EDUCATIONREFERENCEUSER.COM
ELEARN.COM
ELECTRONICLEARNING.COM
I-COMMERCE-ALERT.COM
ICOMMERCEALERT.COM
INSIDEFRONTPAGE.COM
INSIDEMSOFFICE.COM
INSIDEPERFORMA.COM
INSIDEWINDOWS.COM
LEARNITONLINE.COM
LEARNLET.COM
LEARNMSW2KU.COM
LEARNNOW.COM
LEARNPRO.COM
LEARNW2KU.COM
LOGICALOPS.COM
MACUPDATES.COM
MS2KU.COM
MS2KUACADEMY.COM
MS2KUFORUM.COM
MSWEBBUILDER.COM
MSWEBPUB.COM
MSWINDOWS2KU.COM
MSWINDOWSUNIVERSITY.COM
ON-LINELEARNING.COM
PCLEARNING.COM
TECHWORKER.COM
TRAINING.COM
TRAININGZONE.COM

TUTOR.NET
U2EDUCATION.COM
UNDOCUMENTED-OFFICE.COM
VISUALJ.COM
VJDJ.COM
W2000TRAINING.COM
W2KEDUCATION.COM
W2KLEARN.COM
W2KTRAINING.COM
W2KU.COM
WINDOWS2000ACADEMY.COM
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