

11-30-2000

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



101532283

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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11-13-00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original 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 Nunc Pro Tunc Assignment
- Merger Change of Name
- Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002183 FRAME: 0556

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

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

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

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.

Claudine K. Meredith-Goujon

Claudine Meredith-Goujon

11/8/00

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Brill Media Holdings, L.P.

10/27/00

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship State of Incorporation/Organization New York

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name _____

DBA/AKA/TA _____

Composed of _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization _____

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 (Designation must be a separate document from the Assignment.)

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of October 27, 2000 (the "Security Agreement") by and among Brill Media Ventures, L.P. and Brill Media Holdings, L.P. (each a "Grantor"), and MCG Finance Corporation (the "Lender"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Lender for the ratable benefit of the Lender:

Brill Media Ventures, L.P. ✓

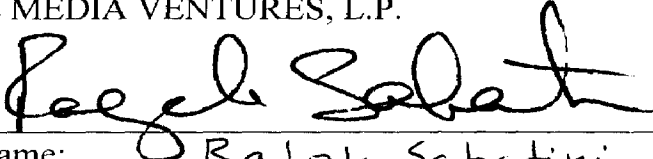
Trademark	Filing Date	Serial Number	Reg. Date	Reg. No.	Status
Brill's Content	5/14/98	75/977,695	11/16/99	2292935	Registered
Brill's Content the Independent Voice of the Information Age and Design	8/11/98	75/534,727	11/23/99	2294326	Registered
Skepticism Is a Virtue	11/17/99	75/849,538			Pending
Brill's Content and Design	11/5/99	75/841,383			Pending
Brill's Content	5/14/99	75/485,122			Pending

The Grantor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

GRANTOR:

BRILL MEDIA VENTURES, L.P.

By: 
Name: Ralph Sabatini
Title: Chief Financial Officer

Acknowledged and Accepted:

MCG FINANCE CORPORATION
as Lender,

By: _____
Name: _____
Title: _____

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 6 day of October, 2000, before me personally came Ralph Sabatini to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he or she is the CFO of Brill Media Ventures, L.P.; he or she signed the instrument in the name of Brill Media Ventures, L.P.; and he or she had the authority to sign the instrument on behalf of Brill Media Ventures, L.P.

Miriam S. Ko
Notary Public

MIRIAM S. KO
NOTARY PUBLIC, State of New York
No. 01KO4780305
Qualified in Westchester County
Commission Expires March 30, 2001

The Grantor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

GRANTOR:

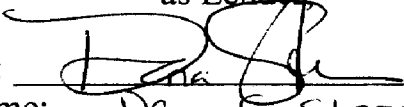
BRILL MEDIA VENTURES, L.P.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

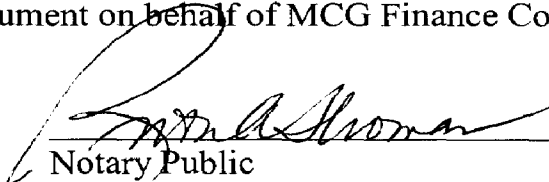
MCG FINANCE CORPORATION

as Lender

By:  _____
Name: Dana E. Stern
Title: Vice President

COMMONWEALTH OF VIRGINIA)
) ss.:
COUNTY OF ARLINGTON)

On this 26th day of October, 2000, before me personally came Dana E. Stern, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that she is the Vice President of MCG Finance Corporation; she signed the instrument in the name of MCG Finance Corporation; and she had the authority to sign the instrument on behalf of MCG Finance Corporation.



Notary Public

My Commission Expires January 31, 2004

PAUL, WEISS, RIFKIND, WHARTON & GARRISON

1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064

TELEPHONE (212) 373-3000
FACSIMILE (212) 757-3990

LLOYD K. GARRISON (1946-1991)
RANDOLPH E. PAUL (1946-1956)
SIMON H. RIFKIND (1950-1995)
LOUIS S. WEISS (1927-1950)
JOHN F. WHARTON (1927-1977)

1615 L STREET, NW
WASHINGTON, DC 20036-5694
TELEPHONE (202) 223-7300
FACSIMILE (202) 223-7420

62, RUE DU FAUBOURG SAINT-HONORÉ
75008 PARIS, FRANCE
TELEPHONE (33 1) 53 43 14 14
FACSIMILE (33 1) 53 43 00 23

FUKOKU SEIMEI BUILDING
2-2 UCHISAWAICHO 2-CHOME
CHIYODA-KU, TOKYO 100-0011, JAPAN
TELEPHONE (81-3) 3597-8101
FACSIMILE (81-3) 3597-8120

2918 CHINA WORLD TOWER II
NO. 1 JIANGUOMENWAI DAJIE
BEIJING, 100004
PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 6505-6822
FACSIMILE (86-10) 6505-6830

12TH FLOOR, HONG KONG CLUB BUILDING
3A CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2536-9933
FACSIMILE (852) 2536-9622

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MARIAT. VULLO
THEODORE V. WELLS, JR.*
STEVEN L. WOLFRAM
LISA C. YANO
JORDAN E. YARETT
ALFRED D. YOUNGWOOD

WRITER'S DIRECT DIAL NUMBER
(212) 373-2852

WRITER'S DIRECT FACSIMILE
(212) 492-0852

WRITER'S DIRECT E-MAIL ADDRESS
jschulman@paulweiss.com

*NOT ADMITTED TO NEW YORK BAR
**ADMITTED IN FRANCE ONLY.

November 10, 2000

BY EXPRESS MAIL

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, DC 20231

Re: Recordation of Assignment between Brill Media Ventures, L.P.,
Brill Media Holdings, L.P. and MCG Finance Corporation

Dear Sir/Madam:

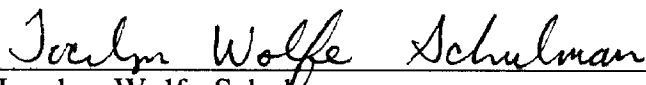
For the Recordation of the assignment of trademarks from Brill Media Ventures, L.P., Brill Media Holdings, L.P. and MCG Finance Corporation the following are enclosed:

1. One (1) recordation cover sheet;
2. One (1) deposit copy of the agreement;
3. One (1) check for the fee for filing; and
4. a self-addressed stamped postcard which the Commissioner of Patents and Trademarks Office is requested to stamp "RECEIVED" and return.

Thank you for your attention to this matter. Please feel free to contact the undersigned if you should have any questions concerning this filing.

Sincerely,

PAUL WEISS RIFKIND WHARTON & GARRISON
Attorneys for Applicant



Jocelyn Wolfe Schulman
Legal Assistant

Enclosures

Certificate of mailing by "Express Mail"

"Express Mail" mailing label No. EL588143570US

I hereby certify that this correspondence is being deposited with the United States Postal Service as Express Mail in an envelope addressed to: Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231 by Jocelyn Wolfe Schulman.

Date of Deposit: November 10, 2000 Signed: 