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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇨⇨⇨

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 2.21.03
Wachovia Bank, National Association (successor by merger to First Union National Bank), as Administrative Agent

- ☐ Individual(s)
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☐ Corporation-State
- ☒ Other A National Banking Association

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

2. Name and address of receiving party(ies)

Name: The Bank of NewYork, as Administrative Agent

Internal Address:_____

Street Address: One Wall Street

City:New York State: New York Zip:10286

- ☐ Individual(s) citizenship_____
- ☐ Association_____
- ☐ General Partnership_____
- ☐ Limited Partnership Delaware_____
- ☐ Corporation-State_____
- ☒ Other New York Banking Corporation

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

3. Nature of conveyance:

- ☐ Assignment
- ☐ Merger
- ☐ Security Agreement
- ☐ Change of Name
- ☒ Other Assignment of Security Interest(Trademarks)

Execution Date: dated as of February 14, 2003

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,681,664 1,975,070 2,016,538

Additional number(s) attached ☐ Yes ☒ No

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

Name: SHARON ELWIN, LEGAL ASSISTANT

Internal Address: BRYAN CAVE LLP

Street Address: 245 PARK AVENUE, 28TH FLOOR

City: New York State: New York Zip: 10167

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....$_____90.00____

- ☒ Enclosed
- ☐ Authorized to be charged to deposit account

8. Deposit account number:
02-4467 to be charged in the event of a deficiency

(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.

Sharon Elwin	Sharon Elwin	2/20/03
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 5

02/27/2003 DBYRNE 00000162 2016538
01 FC:8521 40.00 OP
02 FC:8522 50.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT OF SECURITY INTEREST (TRADEMARKS)

Reference is made to each of the following:

(a) the Security Agreement, dated as of October 1, 1997, made by, among others, **EXPO MAGAZINE, LLC,** a Delaware limited liability company (the "Debtor"), in favor of **WACHOVIA BANK, NATIONAL ASSOCIATION** (successor by merger to First Union National Bank), as administrative agent (the "Existing Agent"), and the other Lenders referred to therein (the "Secured Parties") (as amended, the "Security Agreement"); and

(b) the Notice of Grant of Security Interest in Trademarks, executed by the Debtor and Existing Agent pursuant to the Security Agreement (the "Notice of Grant of Security Interest in Trademarks").

WHEREAS, the Debtor entered into the Security Agreement and the Notice of Grant of Security Interest in Trademarks, to secure the payment of obligations of the Debtor to the Existing Agent and the other Secured Parties;

WHEREAS, an executed copy of the Notice of Grant of Security Interest in Trademarks was recorded in the United States Patent and Trademark Office on Reel 1651 and Frame 0134 on November 3, 1997; and

WHEREAS, the Existing Agent has assigned its rights under the Security Agreement to **THE BANK OF NEW YORK**, as successor administrative agent (the "Administrative Agent"), under and pursuant to a Commitment Transfer Supplement, Resignation, Appointment and Acceptance Agreement dated as of February 14, 2003, by and among Wachovia Bank, National Association (f/k/a First Union National Bank), in its capacity as the Existing Agent and as a Lender, THE BANK OF NEW YORK, in its capacity as the successor Administrative Agent (in such capacity, the "New Agent") and in its capacity as a Lender, TOIC Holdings, LLC and each of the Subsidiary Guarantors party hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Existing Agent hereby:

(a) assigns to the Administrative Agent any and all liens, security interests, right, title and interest of the Existing Agent pursuant to the Security Agreement and the Notice of Grant of Security Interest in Trademarks in the trademarks and other items which are described more fully on Schedule A attached hereto, without recourse or representation or warranty, express or implied; and

(b) authorizes and requests the United States Patent and Trademark Office to note and record the existence of the assignment hereby given.

IN WITNESS WHEREOF, the Existing Agent has caused this Assignment to be signed by its duly authorized officer as of the 11th day of February, 2003.

WACHOVIA BANK, NATIONAL ASSOCIATION (successor by merger to First Union National Bank), as Existing Agent

By: _____
Name: Joe Mynatt
Title: Director

CONSENTED TO AND AGREED:

EXPO MAGAZINE, LLC

By: _____
Name: _____
Title: _____

ACKNOWLEDGMENT

STATE OF NORTH CAROLINA)
)SS:
COUNTY OF Mecklenburg

On February 5th, 2003, before me personally came Joe Mynatt to me known, who, being by me duly sworn, did depose and say that he resides at Charlotte, NC; that he is an officer of WACHOVIA BANK, NATIONAL ASSOCIATION, the entity described in and which executed the above instrument; and that he is duly authorized to sign his name thereto.

(Kirk Tesch)
Notary Public
My Commission Expires: 9-28-2004

[Notary Seal]

TRADEMARK
REEL: 002680 FRAME: 0515

IN WITNESS WHEREOF, the Existing Agent has caused this Assignment to be signed by its duly authorized officer as of the 14th day of February, 2003.

WACHOVIA BANK, NATIONAL ASSOCIATION
(successor by merger to First Union National Bank), as Existing Agent

By: _____
Name: _____
Title: _____

CONSENTED TO AND AGREED:

EXPO MAGAZINE, LLC

By: _____
Name: Brian H. Meyer
Title: Vice President + Secretary

ACKNOWLEDGMENT

STATE OF NORTH CAROLINA)
)SS:
COUNTY OF _____

On _____ __, 2003, before me personally came _____ to me known, who, being by me duly sworn, did depose and say that he resides at _____; that he is an officer of WACHOVIA BANK, NATIONAL ASSOCIATION, the entity described in and which executed the above instrument; and that he is duly authorized to sign his name thereto.

_____
Notary Public
My Commission Expires:_____

[Notary Seal]

TRADEMARK
REEL: 002680 FRAME: 0516

SCHEDULE A

U.S. Trademarks (registered)

Mark	Regis. No.	Regis. Date
EXPO	1,681,664	3/31/1992
EXPO U	1,975,070	5/21/1996
EXPOWEB	2,016,538	11/12/1996