

Media Outsourcing

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

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

1. Name of conveying party(ies):
Fleet National Bank

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Assignment of Security Interest
- Merger
- Change of Name

Execution Date: October 17, 2003

2. Name and address of receiving party(ies)

Name: SummitBridge National Investments LLC

Internal Address: c/o Summit Investment Manage., LLC

Street Address: 1700 Lincoln Street, Ste. 2540

City: Denver State: CO Zip: 80203

- Individual(s) citizenship U.S.
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Company - Delaware State

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) 2,242,216

For Media Outsourcing

Additional number(s) attached Yes No

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

Name: Jay H. Begler, Esq.

Internal Address: _____

Street Address: Buchanan Ingersoll

140 Broadway - 35th Floor

City: New York State: NY Zip: 10005

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1448

DO NOT USE THIS SPACE

9. Signature.

Jay H. Begler, Esq.
Name of Person Signing

Jay H. Begler
Signature

October 21, 2003
Date

Total number of pages including cover sheet, attachments, and document: 3

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

CH \$40.00 601448 2242216

ASSIGNMENT OF SECURITY INTEREST AND LIEN

WHEREAS, Media Outsourcing, Inc., a Delaware corporation, assigned and granted to Fleet National Bank, as Agent, a commercial bank chartered under the laws of the United States ("Assignor"), a security interest in all right, title and interest in and to the Trademarks identified on the annexed schedule in the name of Media Outsourcing, Inc. as recorded in the U.S. Patent and Trademark Office on April 16, 2002 under Reel/ Frame No. 002498/0268; and

WHEREAS, pursuant to a certain Loan Purchase and Sale Agreement dated as of September 30, 2003, entered into by and among Assignor, certain other parties and SummitBridge National Investments LLC, a Delaware limited liability company ("Assignee"), Assignor now assigns to Assignee the security interest in and lien upon the Trademarks and the applications, registrations and all proceeds thereon.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be fully executed by its officer thereunto duly authorized as of the 17 day of October 2003.

FLEET NATIONAL BANK
As Agent

By: Joshua A. Podietz
Name: Joshua A. Podietz
Title: Officer

STATE OF New Jersey
COUNTY OF Meriden ss.:

On this 17 day of October, 2003, before me personally appeared Joshua A. Podietz to me known, who, being by me duly sworn, did depose and say that he/she is the officer of Fleet National Bank, the commercial bank chartered under the laws of the United States described in and which executed the foregoing instrument; and that he/she is authorized to execute said document on their behalf.

Arlene Grybowski
Notary Public
ARLENE GRYBOWSKI
Notary Public of New Jersey
MY COMMISSION EXPIRES MAY 24, 2008

EXHIBIT A

Trademarks

Media Outsourcing, Inc.

Tradenames: Magazine Sweepstakes Limited, Cross Media

Trademarks: Media Outsourcing Registration Number 2.242,216 (4/27/99) Class 35