

Media Outsourcing

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

**RECORDATION FORM COVER SHEET
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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.

<p>1. Name of conveying party(ies): Fleet National Bank</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>National Banking Association</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>SummitBridge National Investments LLC</u> Internal Address: <u>c/o Summit Investment Manage., LLC</u> Street Address: <u>1700 Lincoln Street, Ste. 2540</u> City: <u>Denver</u> State: <u>CO</u> Zip: <u>80203</u></p> <p><input type="checkbox"/> Individual(s) citizenship <u>U.S.</u> <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Limited Liability Company - Delaware State</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Assignment of Security Interest</u></p> <p>Execution Date: <u>October 17, 2003</u></p>	<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>2,242,216</u> <u>For Media Outsourcing</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Jay H. Begler, Esq.</u> Internal Address: _____ Street Address: <u>Buchanan Ingersoll</u> <u>140 Broadway - 35th Floor</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10005</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>\$40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>50-1448</u></p>

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