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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):
 CBD Media LLC
 CBD Media Holdings LLC
 CBD Finance, Inc

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution date: June 13, 2003

2. Name and address of receiving party(ies):
 Name: Lehman Commercial Paper, Inc. (as Administrative Agent)

Internal Address: _____
 Address: _____

Street Address: 745 Seventh Avenue

City: New York State: NY Zip: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

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) _____
 Additional number(s) attached _____

B. Trademark Registration No.(s) 2,157,218; 2,373,287; 1,665,468; 1,646,240; 1,564,968; 2,560,511
 Yes No

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

Name: Marcia Bennett

Internal Address: Weil, Gotshal & Manges, LLP

Street Address: 767 5th Avenue

City: New York State: NY Zip: 10153

6. Total number of applications and registrations involved:..... 6

7. Total fee (37 CFR 3.41): \$ 165.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 23-0800

(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.

Phyllis Eremitaggo Phyllis Eremitaggo June 13, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 10

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

06/17/2003 6TON11 00000175 230800 2157218

01 FC:8521 40.00 DA
02 FC:8522 125.00 DA

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Commissioner of Patents & Trademarks
Washington, D.C. 20231

BOX: ASSIGNMENTS

TRADEMARK ASSIGNMENT

The enclosed Security Agreement conveying security interest of the referenced trademarks from CBD Media LLC, CBD Media Holdings, LLC, CBD Finance, Inc., to Lehman Commercial Paper, Inc. (as Administrative Agent), dated June 13, 2003, is submitted for recordation.

Enclosed please also find separate recordation sheets conveying interest of the referenced trademark licenses from CBD Media LLC, CBD Media Holdings, LLC, CBD Finance, Inc., to Lehman Commercial Paper, Inc. (as Administrative Agent), dated June 13, 2003, is submitted for recordation.

It is requested that the enclosed self-addressed and stamped post card be marked "Received" and returned to the undersigned.

Please charge the total fee of \$165.00 for six (6) trademark properties and \$90.00 for three (3) trademark licenses and any additional fees to **Deposit Account No. 23-0800 (Attorney Docket No. 73683.0499)**.

Respectfully submitted,
WEIL, GOTSHAL & MANGES LLP

Date: June 13, 2003

By:


Phyllis Eremitaggio
Trademark Specialist

Schedule 1
to
Trademark Security Agreement

FEDERAL TRADEMARKS

Owner of Record	Country of Registration	Trademark	Application or Registration No.	Filing Date
CBD Media LLC	USA	TARGET DELIVERY	2,157,218	November 8, 1995
CBD Media LLC	USA	CINCINNATI TODAY	2,373,287	August 19, 1997
CBD Media LLC	USA	THE WORK BOOK	1,665,468	July 11, 1990
CBD Media LLC	USA	THE WORK BOOK	1,646,240	July 11, 1990
CBD Media LLC	USA	TALKING YELLOW PAGES LOGO	1,564,968	October 27, 1988
CBD Media LLC	USA	CINCINNATI EXCHANGE	2,560,511	July 7, 1999

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STATE TRADEMARKS

Owner of Record	Trademark	State	Serial No.	Filing Date
CBD Media LLC	CINCINNATI EXCHANGE.COM AND DESIGN	Ohio	N/A	N/A
CBD Media LLC	CINCINNATI BELL YELLOW PAGES AND DESIGN	Ohio	N/A	N/A
CBD Media LLC	MY YELLOW PAGES AND DESIGN	Ohio	N/A	N/A

TRADEMARK LICENSES

Agreement	Parties
Cincinnati Bell Directory Mark	CBD Media LLC – Broadwing, Inc.
Cincinnati Bell Yellow Pages Mark and Design	CBD Media LLC – Broadwing, Inc.
The Real Yellow Pages Mark	CBD Media LLC – Bell South Intellectual Property Marketing Corporation

The use of the trademark “Cincinnati Bell,” as in the mark “Cincinnati Bell Directory” is further subject to various restrictions under the following agreements: (i) an Agreement Concerning Trademarks, Trade Names and Service Marks among American Telephone and Telegraph Company and American Information Technologies Corporation, Bell Atlantic Corporation, Bell South Corporation, Cincinnati Bell, Inc., NYNEX Corporation, Pacific Telesis Group, Southern New England Telephone Company, Southwestern Bell Corporation and US West, Inc., effective as of December 31, 1983; as amended by Supplemental Agreement, dated December 31, 1983 and Amendment No. 1 to Supplemental Agreement dated January 1, 1986; (ii) Trademark, Trade Name, and Service Mark Graphics Standards Agreement among American Information Technologies Corporation, Bell Atlantic Corporation, Bell South Corporation, Cincinnati Bell, Inc., NYNEX Corporation, Pacific Telesis Group, Southern New England Telephone Company, Southwestern Bell Corporation and US West, Inc., effective as of

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December 31, 1983; as amended by Amendment No. 1 dated January 1, 1986; (iii) Foreign Assignment Agreement Concerning Bell and Bell Symbols Trademarks, Trade Names and Service Marks between American Telephone and Telegraph Company and Bell Communications Research, Inc., effective December 31, 1988; and (iv) Foreign Use Agreement Concerning Bell and Bell Symbol Trademarks, Trade Names and Service Marks between American Information Technologies Corporation, Bell Atlantic Corporation, Bell South Corporation, Cincinnati Bell Inc., NYNEX Corporation, Pacific Telesis Group, Southern New England Telephone Company, Southwestern Bell Corporation and US West, Inc., and Bell Communications Research, Inc., effective as of December 31, 1988.

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