


DRINKER BIDDLE & REATH LLP
 1500 K Street, N.W., Suite 1100
 Washington, D.C. 20005-1209
 (202) 842-8800

<p>1. NAME OF CONVEYING PARTY:</p> <p>TPG Asset Acquisition Corp. A Delaware corporation</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>NATIONAL CITY BANK 1 South Broad Street, 14th Floor Philadelphia, PA 19107</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Release of Security Interest</p> <p>3A. EXECUTION DATE: May 3, 2004 3B. EFFECTIVE DATE: May 3, 2004</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED</p> <p>N/A</p>
<p>4A. TRADEMARK APPLICATION NOS.</p> <p>Additional numbers attached?</p>	<p>4B. TRADEMARK REGISTRATION NO(S):</p> <p>Reg. No. 1,745,775 – THOMPSON PUBLISHING GROUP Reg. No. 2,317,558 – COLLEGE SELECT (Stylized) Reg. No. 2,226,871 – TAXLIBRARY.COM</p> <p>Additional numbers attached? NO</p>
<p>Christen M. English Drinker Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209 Ph: 202-842-8800</p>	
<p>6. TOTAL NUMBER OF TITLES: 3</p> <p>7. TOTAL FEE: \$90.00</p> <p>8. CHARGE FEES TO: DEPOSIT ACCT. NO. 50-0573</p> <p>Our Ref: 34151/181573</p>	<p>9. The undersigned declares to the best of her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p> Christen M. English Date: May 7, 2004 Page 1 of 3</p>

CHI \$90.00 600673 1746776

FILED BY FACSIMILE TO: (703)306-5995
May 7, 2004



TRADEMARK SECURITY AGREEMENT

WHEREAS, TPG Asset Acquisition Corp., a Delaware corporation, with a principal place of business at 5201 W. Kennedy Blvd., Suite 905, Tampa, Florida 33609 ("TPG"), has adopted, used and is using the trademarks described on Schedule A, which trademarks are registered in the United States Patent and Trademark Office (the "Marks");

WHEREAS, TPG is a party to a certain Security Agreement dated as of ^{May 3, 2004} [DATE] (as the same may be amended, restated, modified and/or supplemented from time to time, the "Security Agreement") in favor of National City Bank with a principal place of business at 1 South Broad St., 14th Floor, Philadelphia, PA 19107 as Agent for the Secured Parties referred to therein ("Agent").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TPG does hereby grant to Agent a security interest and lien in all right, title and interest of TPG in and to the Marks, and the federal applications, registrations and renewal applications therefor, together with the goodwill of the business connected with the use of and symbolized by the Marks, and all proceeds thereof, including, without limitation, any and all causes of action for infringement thereof and any and all royalties for any licenses thereof (the "Collateral"), to secure the prompt payment, performance and observance of the obligations set forth in the Security Agreement. TPG does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the assignment of and security interest in the Collateral made and generated hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, TPG has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of this 3rd day of May, 2004.

TPG ASSET ACQUISITION CORP.

[Corporate Seal]

By: [Signature]
Name: Tyler Zachem
Title: Co-President

State of: New York
County of: New York

Before me personally appeared said Tyler Zachem and acknowledged the foregoing instrument to be his/her free act and deed this 30th day of April, 2004.

[Seal]

[Signature]
(Notary Public)

PATRICIA A. WATERS
Notary Public, State of New York
No. 24-4066512
Qualified in NY County
Commission Expires August 11, 2006

Schedule A

Mark	Trademark Reg. No.	Registration Date
THOMPSON PUBLISHING GROUP	Reg. No. 1,745,775	January 12, 1993
COLLEGE SELECT (Stylized)	Reg. No. 2,317,558	February 15, 2000
TAXLIBRARY.COM	Reg. No. 2,226,871	February 23, 1999