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

Form PTO-1594 (Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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): TM Media Inc. (Delaware Corporation) **12-2-03**

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 Acquisition

Execution Date: 09/22/2003

2. Name and address of receiving party(ies)
Name: Ziff Davis Media Inc.
Internal
Address: 12th Floor, Legal Department
Street Address: 28 East 28th Street
City: New York State: NY Zip: 10016

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) 76/547230
B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Tara Garfinkle, IP Manager
Internal Address: 12th Floor, Legal Dept.
Street Address: 28 East 28th Street
City: New York State: NY Zip: 10016

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
501540

DO NOT USE THIS SPACE

9. Signature.
Tara Garfinkle Tara Garfinkle December 1, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 9

12/30/2003 6TOM11 00000040 501540 76547230
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002891 FRAME: 0840

STOCK PURCHASE AGREEMENT

BY AND AMONG

ZIFF DAVIS MEDIA INC., TM MEDIA INC., AND

THE TM MEDIA PRINCIPALS

DATED AS OF SEPTEMBER 17, 2003

STOCK PURCHASE AGREEMENT

THIS STOCK PURCHASE AGREEMENT (this "Agreement") is made as of September 17, 2003, by and among James Hasl ("Hasl"), Julie Herness ("Herness"), Paul O'Reilly ("O'Reilly"), and Monica O'Reilly, nee Vila ("Vila," and together with Hasl, Herness, and O'Reilly, each a "TM Media Principal" and, collectively, the "TM Media Principals"); TM Media Inc., a Delaware corporation ("Target"); and Ziff Davis Media Inc., a Delaware corporation ("Buyer"). The TM Media Principals, Target and Buyer are collectively referred to herein as the "Parties" and individually as a "Party."

On the terms and subject to the conditions set forth in this Agreement, Buyer desires to acquire from the TM Media Principals, and the TM Media Principals desire to sell to Buyer, all of the outstanding capital stock of Target.

NOW, THEREFORE, in consideration of the mutual promises and covenants set forth herein, the Parties hereto agree as follows:

SECTION 1. DEFINITIONS

4J. Intellectual Property.

(i) Target owns or possesses or has the right to use pursuant to a valid and enforceable, written license, sublicense, agreement, or permission all Intellectual Property related to the Initial Events which was owned by any of the TM Media Principals. As of the date hereof, to the TM Media Principals' Knowledge, there exists no other Intellectual Property related to the Initial Events other than that previously owned by the TM Media Principals which has been assigned to Target. Other than an "intent to use" application for a servicemark for "business4site", Target has not taken any actions to maintain and protect Intellectual Property that it owns or uses, including any Intellectual Property related to the Initial Events.

(ii) To the Knowledge of the TM Media Principals, none of the Intellectual Property related to the Initial Events has interfered with, infringed upon, misappropriated, or otherwise come into conflict with any Intellectual Property rights of third parties, and no TM Media Principal nor any director or officer of Target has ever received any charge, complaint, claim, demand, or notice alleging any such interference, infringement, misappropriation, or violation (including any claim that Target must license or refrain from using any Intellectual Property rights of any third party). To the Knowledge of the TM Media Principals, no third party has interfered with, infringed upon, misappropriated, or otherwise come into conflict with any Intellectual Property rights of Target.

IN WITNESS WHEREOF, the undersigned have executed, or have caused their
duly authorized representatives to execute, this Stock Purchase Agreement as of the date first
written above.

ZIFF DAVIS MEDIA INC.

Paul V. Coe
By: *Paul V. Coe*
Its: *Coe/COO*

TM MEDIA INC.

By:
Its:

JULIE HERNESS

JAMES HASL

PAUL O'REILLY

MONICA O'REILLY

, IN WITNESS WHEREOF, the undersigned have executed, or have caused their duly authorized representatives to execute, this Stock Purchase Agreement as of the date first written above.

ZIFF DAVIS MEDIA INC.

By: _____
Its: _____

TM MEDIA INC.

ProReilly
By: Paul O'Reilly
Its: President

JULIE HERNES

JAMES HASL

PAUL O'REILLY

ProReilly

MONICA O'REILLY

M O'Reilly

IN WITNESS WHEREOF, the undersigned have executed, or have caused their duly authorized representatives to execute, this Stock Purchase Agreement as of the date first written above.

ZIFF DAVIS MEDIA INC.

By: _____
Its: _____

TM MEDIA INC.

By: Paul O'Reilly
Its: President

JULIE HERNES

Julie Hernes

JAMES HASL

PAUL O'REILLY

MONICA O'REILLY

IN WITNESS WHEREOF, the undersigned have executed, or have caused their duly authorized representatives to execute, this Stock Purchase Agreement as of the date first written above.

ZIFF DAVIS MEDIA INC.

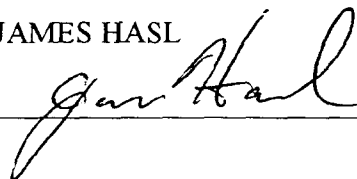
By: _____
Its: _____

TM MEDIA INC.

By: Paul O'Reilly
Its: President

JULIE HERNESS

JAMES HASL



PAUL O'REILLY

MONICA O'REILLY