

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CP Media, Inc.		07/22/2004	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Administrative Agent
Street Address:	201 South College Street
Internal Address:	NC0608/CP8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	78289101	
Registration Number:	2188302	JOBAGENT
Registration Number:	2069641	TOWNONLINE
Registration Number:	1475873	BEACON
Registration Number:	2395203	TOWN ONLINE.COM

CORRESPONDENCE DATA

Fax Number: (919)416-8339

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 919 286-8028

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 2200 West Main Street

Address Line 2: Suite 800

Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	512485.5015 CLE
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NAME OF SUBMITTER:	Charles L. Evans
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Total Attachments: 4 source=NGSI-T CP Media#page1.tif source=NGSI-T CP Media#page2.tif source=NGSI-T CP Media#page3.tif source=NGSI-T CP Media#page4.tif
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of July 22, 2004 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
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SEE ATTACHED SCHEDULE A

TRADEMARK APPLICATIONS

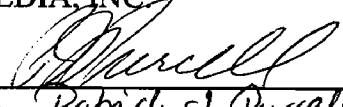
<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
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SEE ATTACHED SCHEDULE A

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CP MEDIA, INC

By: 
Name: Patrick J. Purcell
Title: President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: _____
Title: _____

Notice of Grant of Security Interest in Trademarks

TRADEMARK
REEL: 002939 FRAME: 0771

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CP MEDIA, INC.

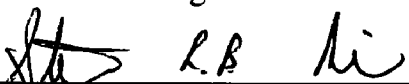
By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 

Name: Stephen R.B. Rixham

Title: VP

Schedule A
CP Media, Inc.
(Massachusetts Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
TOWN ONLINE.COM	2395203	10/17/00
JOBAGENT	2188302	9/8/98
TOWNONLINE	2069641	6/10/97
BEACON and Design	1475873	2/9/88

Pending Application

Mark	Application No.	Filing Date
DESIGN	78289101	8/19/03