

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Medimedia USA, Inc.		10/13/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	The Governor & Company of the Bank of Scotland, Paris Branch
Also Known As:	Bank of Scotland
Street Address:	10 Rue Cimarosa
Internal Address:	Structured Finance
City:	Paris
State/Country:	FRANCE
Postal Code:	75116
Entity Type:	CORPORATION: FRANCE

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	2730034	TRIGENESIS MANAGEMENT SYSTEMS
Registration Number:	2696185	TRIGENESIS COMMUNICATIONS
Registration Number:	2696022	TRIGENESIS COMMUNICATIONS
Registration Number:	2669470	TRIGENESIS COMMUNICATIONS
Serial Number:	78467401	HEALTHY SHORTS
Serial Number:	78237451	THE CHATHAM INSTITUTE
Serial Number:	78237437	THE CHATHAM INSTITUTE
Serial Number:	78237409	THE CHATHAM INSTITUTE

**CORRESPONDENCE DATA**

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OP \$215.00 2730034

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ATTORNEY DOCKET NUMBER:

BANK OF SCOTLAND

**DOMESTIC REPRESENTATIVE**

Name: Sokolow Carreras LLP  
Address Line 1: 770 Lexington Avenue, Sixth Floor  
Address Line 2: Robert Miklautsch  
Address Line 4: New York, NEW YORK 10021

NAME OF SUBMITTER:

Robert Miklautsch

**Total Attachments: 2**

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source=Trademark Security Agreement (Medimedia USA Schedule A)#page1.tif

**TRADEMARK SECURITY AGREEMENT**

This TRADEMARK SECURITY AGREEMENT ("Agreement") is made this 13th day of October, 2004, by and between MEDIMEDIA USA, INC., a Delaware corporation, having its principal office at 780 Township Line Road, Yardley, Pennsylvania ("Grantor"), and THE GOVERNOR & COMPANY OF THE BANK OF SCOTLAND, acting through its Paris, France Branch, as Security Agent, and having an office at 10 rue Cimarosa, 75116 Paris, France ("Grantee").

WHEREAS, Grantor is the owner of the U.S. trademark registrations and applications therefor listed on the attached Schedule A (collectively the "Trademarks");

WHEREAS, Grantee has extended a loan to Grantor pursuant to the terms and conditions of that certain Facilities Agreement dated as of 28 June 2002, and as since amended, (the "Credit Facilities");

WHEREAS, under a Security Agreement dated 28 June 2002 (the "Security Agreement") Grantor has granted to UBS (Luxembourg) S.A., as Security Agent ("UBS"), a security interest in certain of its assets (including the Trademarks) to secure the performance of the obligations of Grantor under the Credit Facilities;

WHEREAS, UBS has assigned its security interest in the Trademarks to Grantee pursuant to a certain Payment and Resignation Agreement dated as of 15 September 2004;

WHEREAS, Grantor and Grantee by this instrument seek to confirm and make a record of the grant of a security interest in the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Grantor does hereby acknowledge that it has granted to Grantee a security interest in all of Grantor's right, title and interest in, to, and under the Trademarks and the goodwill associated therewith. Grantor also acknowledges and confirms that the rights and remedies of Grantee with respect to the security interests in the Trademarks granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference.

MEDIMEDIA USA, INC.

By: 

Name: 

Title: 

Group CFO

THE GOVERNOR & COMPANY OF THE BANK  
OF SCOTLAND, Paris, France Branch, as  
Security Agent

By: 

Name: 

Title: 

Oliver BOYADJIAN  
Director General France

**SCHEDULE A**  
**Trademarks**

**Grantor : MEDIMEDIA USA, INC.**

<b><u>Registered Trademark</u></b>	<b><u>Reg. N°</u></b>	<b><u>Reg. Date</u></b>
TRIGENESIS MANAGEMENT SYSTEMS	2730034	06/24/03
TRIGENESIS COMMUNICATIONS	2696185	03/11/03
TRIGENESIS COMMUNICATIONS	2696022	03/11/03
TRIGENESIS COMMUNICATIONS	2669470	12/31/02
<b><u>Trademark Application</u></b>	<b><u>Serial Number</u></b>	<b><u>Filing Date</u></b>
HEALTHY SHORTS	78467401	08/13/04
THE CHATHAM INSTITUTE	78237451	04/14/03
THE CHATHAM INSTITUTE	78237437	04/14/03
THE CHATHAM INSTITUTE	78237409	04/14/03