

FORM PTO-1594
4-21-92

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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):
@RADICAL MEDIA INC.

- Individual(s)
- General Partnership
- Corporation-State: New York
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: H3BC BUSINESS CREDIT (USA), INC.

Internal Address: _____

Street Address: 452 Fifth Avenue

City: New York State: NY ZIP: 10018

- 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

3. Nature of conveyances:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 23, 2004

4. Application Number(s) or registration number(s):

A. Trademark Application.(s)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

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

Name: _____

Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
202.783.2700

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: _____

19

7. Total fee (37 CFR 3.41): _____ \$ 490⁰⁰

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

50-3155

(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

Francella H. Ashby
Name of Person Signing

Signature

November 23, 2004
Date

Total number of pages including coversheet, attachments and document: 5

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

OH \$490.00 603165 76881736

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated November 23, 2004, by and between @RADICAL.MEDIA, INC. and HSBC BUSINESS CREDIT (USA), INC., as Agent.

Mark	App. No.	App. Date
@RADICAL.MEDIA	75/881,736	12/23/99
@RADICAL.MEDIA	75/881,794	12/23/99
@RADICAL.MEDIA	75/881,791	12/23/99
@RADICAL.MEDIA	76/574,557	2/9/04
@RADICAL.MEDIA	75/881,746	12/23/99
@RADICAL.MEDIA	75/881,790	12/23/99
@RADICAL.MEDIA	75/881,733	12/23/99
@radical.media (stylized)	74/553,591	7/22/94
@radical.media (stylized)	75/881,795	12/23/99
@radical.media (stylized)	75/978,805	7/22/94
@radical.media (stylized)	75/881,748	12/23/99
@radical.media (stylized)	75/881,799	12/23/99
@RADICAL.MUSIC	76/501,457	3/27/03
@RADICAL.MUSIC	76/501,456	3/27/03
@RADICAL.MUSIC	76/501,459	3/27/03
@RADICAL/MUSIC	78/336,163	12/4/03

Mark	App. No.	App. Date
@RADICAL/MUSIC	78/336,168	12/4/03
@RADICAL/MUSIC	78/336,171	12/4/03
@RADICAL/MUSIC	78/336,173	12/4/03

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, @RADICAL.MEDIA INC., a corporation formed under the laws of New York, located at 435 Hudson Street, New York, New York 10014 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to HSBC Business Credit (USA), Inc. ("HSBC") and various other financial institutions (collectively, "Lenders") and HSBC as agent for Lenders ("Agent") pursuant to (i) a certain Financing Agreement, dated the date hereof, among Agent, Lenders, Borrowers and the other loan parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged; Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

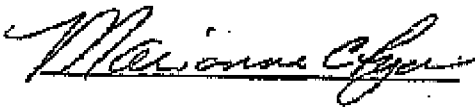
[SIGNATURE PAGE FOLLOWS]


Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
November 23, 2004

Witness:

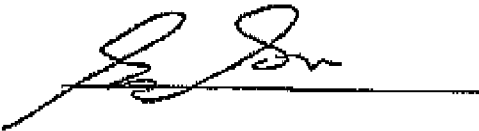
@RADICAL MEDIA INC.

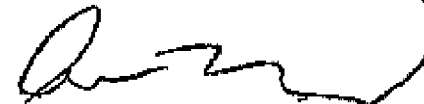


By: 
Name: Arie S. Heikman
Its: CEO

Witness:

HSBC BUSINESS CREDIT (USA), INC., as Agent



By: 
Name: Adam Moskowitz
Its: First Vice President

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 22 day of November, 2004, before me personally came Alicia Kellerman, to me known, who, being by me duly sworn, did depose and say that s/he is the CEO of @RADICAL MEDIA INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Marianne C. Pryor
Notary Public

MARIANNE C. PRYOR
Notary Public, State of New York
Suffolk County No. 6012316
Certificate Filed in New York County
Commission Expires June 15, 2007

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 22nd day of November, 2004, before me personally came Adam Maskowitz to me known, who, being by me duly sworn, did depose and say that s/he is the First Vice President of HSBC BUSINESS CREDIT (USA), INC., the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Francella H. Ashby
Notary Public

FRANCELLA H. ASHBY
Notary Public, State Of New York
No. 01A88053925
Qualified In New York County
Commission Expires Jan. 2, 2006