

12-22-2004



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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

15-2-04

1. Name of conveying party(ies):

Source Media Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies)

Name: Citicorp USA, Inc. as
Internal
Address: First Lien Collateral Agent

Street Address: 390 Greenwich Street
City: New York State: NY Zip: 10013

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other New York Banking Corporation

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 conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other 1st Priority Trademark Sec Agmt.

Execution Date: 11/08/2004

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

A. Trademark Application No.(s) SEE SCHEDULE I

B. Trademark Registration No.(s) SEE SCHEDULE I

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 96

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

Name: Tina Qualls
Internal Address:
Corporation Service Company

Street Address:
1133 Avenue of the Americas

City: New York State: NY Zip: 10036

7. Total fee (37 CFR 3.41) \$ 2415⁰⁰

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

James P. Murphy December 21, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 15

12/23/2004 6TON11 00000022 1501756

01 FC:8521
02 FC:8522

40.00 OP
2375.00 OP

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

TRADEMARK
REEL: 003096 FRAME: 0552

**SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT**

TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Trademark	Reg. No.	Country	Owner
ACCOUNTING TODAY	1,501,756	U.S.	Source Media Inc.
AMERICAN FINANCIAL DIRECTORY	1,580,861	U.S.	Source Media Inc.
ARIZONA BANK DIRECTORY	1,435,133	U.S.	Source Media Inc.
ARKANSAS BANK DIRECTORY	1,435,126	U.S.	Source Media Inc.
BANK INVESTMENT CONSULTANT	2,793,257	U.S.	Source Media Inc.
BANK INVESTMENT MARKETING	2,570,986	U.S.	Source Media Inc.
BANK TECHNOLOGY NEWS	2,143,703	U.S.	Source Media Inc.
BLUE BOOK (Stylized)	062,931	U.S.	Source Media Inc.
CALIFORNIA FINANCIAL INSTITU- TIONS DIRECTORY	1,435,134	U.S.	Source Media Inc.
CARD INDUSTRY DIRECTORY	2,150,406	U.S.	Source Media Inc.
CARD TECHNOLOGY	2,236,231	U.S.	Source Media Inc.
CARDTECH	2,217,332	U.S.	Source Media Inc.
CARDTECH SECURETECH	2,839,502	U.S.	Source Media Inc.
CBANKER	2,452,621	U.S.	Source Media Inc.
COLLECTIONS & CREDIT RISK	2,139,867	U.S.	Source Media Inc.
COMPLIANCE IN A BOX	2,240,520	U.S.	Source Media Inc.
COMPLYNET	1,870,197	U.S.	Source Media Inc.
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FPI (& Design)	2,279,282	U.S.	Source Media Inc.
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THE ELECTRONIC ACCOUNTANT	76/083,231	U.S.	Source Media Inc.
THE HAND-HELD HEALTH CARE AUTHORITY	76/595,781	U.S.	Source Media Inc.

FIRST PRIORITY TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of November 8, 2004, by SOURCE MEDIA INC., the surviving entity of the merger of the previously existing Source Media Inc. with and into Thomson Media Inc. ("Pledgor"), in favor of CITICORP USA, INC., in its capacity as first priority collateral agent pursuant to the Credit Agreement (in such capacity, the "First Priority Collateral Agent").

W I T N E S S E T H:

WHEREAS, the Pledgor is party to a First Priority Security Agreement of even date herewith (the "First Priority Security Agreement") in favor of the First Priority Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the First Priority Collateral Agent, for the benefit of the First Priority Secured Parties, to enter into the Credit Agreement, the Pledgor hereby agrees with the First Priority Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the First Priority Security Agreement and used herein have the meaning given to them in the First Priority Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Pledgor hereby pledges and grants to the First Priority Collateral Agent for the benefit of the First Priority Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of the Pledgor:

- (a) Trademarks of the Pledgor listed on Schedule I attached hereto;
 - (b) all goodwill connected with the use of and symbolized by such Trademarks;
- and
- (c) all Proceeds of any and all of the foregoing.

SECTION 3. First Priority Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the First Priority Collateral Agent pursuant to the First Priority Security Agreement and the Pledgor hereby acknowledges and affirms that the rights and remedies of the First Priority Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the First Priority Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the First Priority Security Agreement, the provisions of the First Priority Security Agreement shall control unless the First Priority Collateral Agent shall otherwise determine.

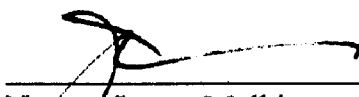
SECTION 4. Termination. Upon the Discharge of the First Priority Obligations, the First Priority Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

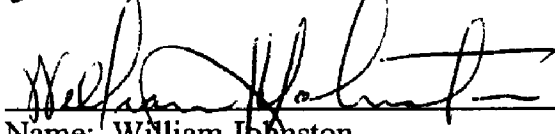
[signature page follows]

IN WITNESS WHEREOF, the Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

SOURCE MEDIA INC.

By: 
Name: James Malkin
Title: Chief Executive Officer and President

By: 
Name: William Johnston
Title: Secretary

(signature page to First Priority Trademark Security Agreement)

Accepted and Agreed:

CITICORP USA, INC.,
as First Priority Collateral Agent

By: Caesar Wyszomirski
Name: CAESAR WYSZOMIRSKI
Title: VP

(signature page to First Priority Trademark Security Agreement)

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