

RECORDATION FOR
TRADEMARK



102921492

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or use the address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Classmates Online, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Washington
☐ Other

Citizenship (see guidelines)

Execution Date(s) December 13, 2004

Additional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Deutsche Bank Trust Company Americas

Internal

Address:

Street Address: 60 Wall Street

City: New York

State: New York

Country: USA Zip: 10005

- ☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship

☒ Other - Collateral Agent Citizenship: New York

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

Please see attached Schedule A

B. Trademark Registration No.(s)

Please see attached Schedule A

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Elizabeth A. Nunn/ White & Case LLP

Internal Address:

Street Address: 1155 Avenue of the Americas

City: New York

State: New York Zip: 10036

Phone Number: 212 819-8928

Fax Number: 212 354-8113

Email Address: enunn@whitecase.com

6. Total number of applications and registrations involved:

19

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$490.00

- ☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☒ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers

Expiration Date

b. Deposit Account Number 23-1705 (in case of deficiency)

Authorized User Name

9. Signature:

Signature

January 11, 2005

Date

Elizabeth A. Nunn

Name of Person Signing

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

10

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria VA 22313-1450

01/14/2005 DBYRNE 00000053 2584325







01 FC:8521


40.00 OP

02 FC:8522







450.00 OP


SCHEDULE A

Mark	Description	US	Serial	Date	Use	Status
Classmates.com	Word	US	2,584,325	12/14/1999	Use	Registered
Classmates	Word	US	2,758,007	5/17/01	Use	Registered
Classmates	Word	US	2,755,056	5/17/01	Use	Registered
Classmates Connections	Word	US	2,788,141	4/11/02	Use	Registered
Classmates The World's Best Place To Reunite & Design		US	2,690,035	5/17/01	Use	Registered
Classmates & Design		US	2,859,283	5/17/01	Use	Registered
Classmates Sunburst Logo		US	2,706,267	7/10/01	Use	Registered
Ecircles	Word	US	2,283,174	7/31/98	Use	Registered
Ecircles Powered!	Word	US	2,450,602	8/30/99	Use	Registered
Miscellaneous Design		US	2,348,620	6/17/99	Use	Registered
Classmates.com	Word	US	76/507,972	4/21/03	ITU	Application Pending
Classmates.com	Word	US	76/507,904	4/21/03	ITU	Application Pending
Classmates	Word	US	76/507,971	4/21/03	ITU	Application Pending
Classmates	Word	US	76/507,905	4/21/03	ITU	Application Pending
Shaded Smile Design		US	78/318,011	10/23/03	ITU	Application Pending
Shaded Smile Design		US	78/260,213	6/9/03	ITU	Application Pending

Mark	Description					
Non Shaded Smile Design		US	78/419,977	5/17/04	ITU	Application Pending
Classmates Connections	Word	US	76/433,734	7/24/02	ITU	Application Pending
Connections	Word	US	76/433,735	7/24/02	ITU	Application Pending

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Connections	Word	US	76/433,735	7/24/02	ITU	Application Pending

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Classmates Online, Inc., a Washington corporation (the "Grantor"), with principal offices at 2001 Lind Avenue SW, Suite 500, Renton, Washington 98055, hereby assigns and transfers unto to Deutsche Bank Trust Company Americas, a New York corporation, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005, (the "Grantee"), and does hereby pledge and grant to the Grantee, for the benefit of the Secured Creditors (as defined in the Security Agreement referenced below), a continuing security interest in all of the right, title and interest of Grantor in, to and under the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, and the goodwill of the businesses of Grantor symbolized by the Marks (the "Grant").

This Grant is made as security for the prompt and complete payment and performance when due of all of Grantor's Obligations, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 13, 2004 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). After the Termination Date (as defined in the Security Agreement), the Grantee, at the request and expense of the Grantor, will promptly execute and deliver to Grantor a proper instrument or instruments acknowledging the satisfaction and termination of this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
13th day of December, 2004.

CLASSMATES ONLINE, INC., Grantor

By Charles S. Williams
Name: Charles S. Williams
Title: Executive Vice President Finance
and Chief Financial Officer

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and Grantee

By _____
Name:
Title:

STATE OF _____)
COUNTY OF _____) ss.:

On this 9th day of December, 2004, before me personally came Charles S. Hilliard, who, being by me duly sworn, did state as follows: that [s]he is **Chief Financial Officer** of Classmates Online, Inc., that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the sole Director of said corporation.

Cirila Stephens
Notary Public

CIRILA STEPHENS
NOTARY PUBLIC, State of New York
No. 01ST6088536
Qualified in Kings County
Commission Expires March 3, 2007

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

13th day of December, 2004.

CLASSMATES ONLINE, INC., Grantor

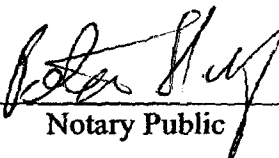
By _____
Name:
Title:

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent and Grantee

By 
Name:
Title: Anca Trifan
Director

STATE OF New York)
COUNTY OF New York) ss:

On this 10 day of December, 2004, before me personally came Aca Tritan, who, being by me duly sworn, did state as follows: that [s]he is Director of Deutsche Bank Trust Company Americas, that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.


Notary Public

PETER W. HELF
Notary Public - State of New York
No. 01HE6030586
Qualified in Suffolk County
My Commission Expires Sept. 13, 2009