

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Randall-Reilly Publishing Company, LLC		11/01/2005	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Heller Financial, Inc.
Street Address:	2325 Lakeview Parkway
Internal Address:	Suite 700
City:	Alpharetta
State/Country:	GEORGIA
Postal Code:	30004
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 46

Property Type	Number	Word Mark
Registration Number:	2499446	AWARD COMPANY OF AMERICA
Registration Number:	2479898	BUILD YOUR BUSINESS BUILD YOUR DREAMS
Registration Number:	1844410	COMMERCIAL CARRIER JOURNAL
Registration Number:	1271293	COMMERCIAL CARRIER JOURNAL
Registration Number:	2896485	COMPANY DRIVER
Registration Number:	1513579	DRIVE
Registration Number:	1588818	EQUIPMENT WORLD
Registration Number:	2586735	ETRUCKER
Registration Number:	2471597	EVERYTHING TRUCKING
Registration Number:	2167607	MODERN WOODWORKING
Registration Number:	2359114	MOTOR MEDIA
Registration Number:	2783630	NATSO TRUCKERS NEWS
Registration Number:	1231069	OVERDRIVE

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Registration Number:	1618038	OVERDRIVE
Registration Number:	1463441	OVERDRIVE
Registration Number:	2150325	OVERDRIVE TOP TEN COUNTDOWN
Registration Number:	1622952	OVERDRIVE TRUCKING NEWS
Registration Number:	2485051	OVERDRIVE TRUCKING OPPORTUNITIES
Registration Number:	0936648	OWNER OPERATOR
Registration Number:	2326899	PARTNERS IN BUSINESS
Registration Number:	2645150	PB
Registration Number:	1667220	PRIDE & POLISH
Registration Number:	2594299	R CONSTRUCTION MEDIA GROUP A RANDALL COMPANY
Registration Number:	2542516	R RANDALL'S TRUCK MARKETPLACE THE PLACETO BUY AND SELL TRUCKS, TRAILERS, PARTS AND SERVICES
Registration Number:	1550105	RANDALL PUBLISHING RP
Registration Number:	2671639	RPC
Registration Number:	2549497	THE EVALUATOR
Registration Number:	1498622	TOP BID
Registration Number:	2515930	TRENCHLESS.COM
Registration Number:	2671034	TRUCKERS AGAINST DRUGS
Registration Number:	2937831	TRUCKERS NEWS
Registration Number:	2456685	TRUCKSTOPS EXPRESS
Registration Number:	2484253	TRUCKSTOPS EXPRESS
Registration Number:	2394452	VOICE OF THE AMERICAN TRUCKER
Registration Number:	2553340	WHO'S WHO AMONG STUDENTS IN AMERICAN JUNIOR COLLEGES
Registration Number:	1482308	WHO'S WHO AMONG STUDENTS IN AMERICAN JUNIOR COLLEGES
Registration Number:	2537095	WHO' S WHO AMONG STUDENTS IN AMERICAN UNIVERSITIES AND COLLEGES
Registration Number:	1482309	WHO'S WHO AMONG STUDENTS IN AMERICAN UNIVERSITIES & COLLEGES
Serial Number:	78612770	CCJ
Serial Number:	78634274	CHANGING LANES
Serial Number:	78612574	THE GREAT AMERICAN TRUCKING SHOW
Serial Number:	78679362	THE VOICE OF THE AMERICAN TRUCKER
Serial Number:	78679367	THE VOICE OF THE AMERICAN TRUCKER
Serial Number:	78484280	TRUCKERPAGES

Serial Number:	78524518	TRUCKERS NEWS EN ESPAÑOL
Serial Number:	78717919	COMMERCIAL CARRIER UNIVERSITY

CORRESPONDENCE DATA

Fax Number: (404)572-5149
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404-572-2533
Email: jbalcita@kslaw.com
Correspondent Name: Jeffrey P. Balcita
Address Line 1: 191 Peachtree Street, NE
Address Line 4: Atlanta, GEORGIA 30303

ATTORNEY DOCKET NUMBER:	09611.009011
NAME OF SUBMITTER:	Jeffrey P. Balcita
Signature:	/s/ Jeffrey P. Balcita
Date:	11/09/2005

Total Attachments: 8
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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT, dated as of November 1, 2005 by RANDALL-REILLY PUBLISHING COMPANY, LLC, formerly known as RPC Acquisition Company, LLC, a Delaware limited liability company ("Grantor"), in favor of HELLER FINANCIAL, INC., a New York corporation, in its capacity as Agent for Lenders.

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof by and among Grantor, the Persons named therein as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and to incur Letter of Credit Obligations for the benefit of Grantor;

WHEREAS, Agent and Lenders are willing to make the Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A thereto to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

- (a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;
- (b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

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

RANDALL-REILLY PUBLISHING COMPANY, LLC

By: David Wright
Name: David Wright
Title: COO

ACCEPTED AND ACKNOWLEDGED BY:

HELLER FINANCIAL, INC.

By: _____
Name: _____
Title: Duly Authorized Signatory

[SIGNATURE PAGE OF TRADEMARK SECURITY AGREEMENT]

TRADEMARK
REEL: 003191 FRAME: 0544


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

RANDALL-REILLY PUBLISHING COMPANY, LLC

By: _____
Name:
Title:

ACCEPTED AND ACKNOWLEDGED BY:

HELLER FINANCIAL, INC.

By: 
Name: KATHLEEN CHOMIENNE
Title: Duly Authorized Signatory

[SIGNATURE PAGE OF TRADEMARK SECURITY AGREEMENT]

TRADEMARK
REEL: 003191 FRAME: 0545

ACKNOWLEDGMENT OF GRANTOR

STATE OF Alabama)
) ss.
COUNTY OF Tuscaloosa)

On this 1st day of November, 2005 before me personally appeared David Wright, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Randall-Reilly Publishing Company, LLC, who being by me duly sworn did depose and say that he/she is an authorized officer or manager of said limited liability company, that the said instrument was signed on behalf of said corporation as authorized by its sole manager and that he/she acknowledged said instrument to be the free act and deed of said limited liability company.

Ray Oswalt
Notary Public

{seal}

My Commission Expires
August 18, 2008

[SIGNATURE PAGE OF TRADEMARK SECURITY AGREEMENT]

**TRADEMARK
REEL: 003191 FRAME: 0546**

**SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS**

See Attached.

Trademarks.

U.S. FEDERAL TRADEMARK REGISTRATIONS						
MARK	FILE DATE	APP. #	REG. DATE	REG. #	STATUS	CLASSES
AWARD COMPANY OF AMERICA	6/10/1999	75-726,214	10/23/2001	2,499,446	REGISTERED	35
BUILD YOUR BUSINESS BUILD YOUR DREAMS*	8/7/2000	76-105,480	8/21/2001	2,479,898	REGISTERED	41
COMMERCIAL CARRIER JOURNAL	7/19/1993	74-413,830	7/12/1994	1,844,410	REGISTERED	16
	9/30/1982	73-398,748	3/20/1984	1,271,293	REGISTERED	16
COMPANY DRIVER	11/7/2003	78-324,804	10/19/2004	2,896,485	REGISTERED	16
DRIVE*	4/15/1988	73-722,525	11/22/1988	1,513,579	REGISTERED	16
EQUIPMENT WORLD	6/29/1989	73-809,794	3/27/1990	1,588,818	REGISTERED	16
ETRUCKER	9/27/1999	75-808,897	6/25/2002	2,586,735	REGISTERED	39
EVERYTHING TRUCKING	7/11/2000	76-086,787	7/24/2001	2,471,597	REGISTERED	39
MODERN WOODWORKING	7/11/1997	75-306,802	7/23/1998	2,167,607	REGISTERED	16
MOTOR MEDIA	2/23/1998	75-438,210	6/20/2000	2,359,114	REGISTERED	35
NATSO TRUCKERS NEWS	7/16/2001	76-285,523	11/18/2003	2,783,630	REGISTERED	16
OVERDRIVE	3/19/1982	73-355,457	3/15/1983	1,231,069	REGISTERED	16
	8/28/1989	73-822,092	10/16/1990	1,618,038	REGISTERED	41
OVERDRIVE (STYLIZED LETTERS)	9/2/1986	73-617,840	11/3/1987	1,463,441	REGISTERED	16
OVERDRIVE TOP TEN COUNTDOWN	10/16/1996	75-181,924	4/14/1998	2,150,325	REGISTERED	41
OVERDRIVE TRUCKING NEWS	8/28/1989	73-822,280	11/13/1990	1,622,952	REGISTERED	41
OVERDRIVE TRUCKING OPPORTUNITIES*	8/8/2000	76-105,097	9/4/2001	2,485,051	REGISTERED	16,42
OWNER OPERATOR	9/29/1969	72-339,139	6/27/1972	0,936,648	REGISTERED	16
PARTNERS IN BUSINESS	6/10/1999	75-727,180	3/7/2000	2,326,899	REGISTERED	41
PB AND DESIGN	8/7/2000	76-105,495	11/5/2002	2,645,150	REGISTERED	16,41,42
PRIDE & POLISH	3/19/1990	74-040,081	12/3/1991	1,667,220	REGISTERED	35
R CONSTRUCTION MEDIA GROUP A RANDALL COMPANY	8/31/2001	76-308,203	7/16/2002	2,594,299	REGISTERED	35
R RANDALL'S TRUCK MARKETPLACE THE PLACE TO BUY AND SELL TRUCKS, TRAILERS, PARTS AND SERVICES*	7/7/2000	76-084,932	2/26/2002	2,542,516	REGISTERED	16
RANDALL PUBLISHING RP AND DESIGN	8/1/1988	73-743,256	8/1/1989	1,550,105	REGISTERED	16
RPC DESIGN	10/19/2001	76-327,949	1/7/2003	2,671,639	REGISTERED	09,16,35

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THE EVALUATOR*	9/27/2000	76-136,424	3/19/2002	2,549,497	REGISTERED	09,16
TOP BID AND DESIGN	12/24/1987	73-702,677	8/2/1988	1,498,622	REGISTERED	16
TRENCHLESS.COM*	7/7/2000	76-084,962	12/4/2001	2,515,930	REGISTERED	16,42
TRUCKERS AGAINST DRUGS*	9/27/2000	76-136,681	1/7/2003	2,671,034	REGISTERED	42
TRUCKERS NEWS	10/1/2003	78-307,860	4/5/2005	2,937,831	REGISTERED	16
TRUCKSTOPS EXPRESS	3/29/1999	75-669,627	6/5/2001	2,456,685	REGISTERED	35,39
	3/29/1999	75-669,628	9/4/2001	2,484,253	REGISTERED	39,35
VOICE OF THE AMERICAN TRUCKER	6/17/1999	75-730,979	10/10/2000	2,394,452	REGISTERED	16
WHO'S WHO AMONG STUDENTS IN AMERICAN JUNIOR COLLEGES	7/23/1999	75-759,146	3/26/2002	2,553,340	REGISTERED	36
	4/13/1987	73-654,682	3/29/1988	1,482,308	REGISTERED	16
WHO'S WHO AMONG STUDENTS IN AMERICAN UNIVERSITIES AND COLLEGES	7/23/1999	75-759,169	2/5/2002	2,537,095	REGISTERED	36
WHO'S WHO AMONG STUDENTS IN AMERICAN UNIVERSITIES & COLLEGES	4/13/1987	73-654,687	3/29/1988	1,482,309	REGISTERED	16

* These registrations are not supported by continued use and are due to be cancelled; Sellers make no claim as to ownership, validity or right to use these marks.

STATE TRADEMARK REGISTRATIONS				
MARK and STATE	REG. DATE	REG. #	STATUS	CLASSES
NORTHBROOK PUBLISHING COMPANY				
WISCONSIN	4/17/1996	32401184 (Serial #. - No Reg. # Available)	REGISTERED	42
THE GREAT AMERICAN TRUCKING SHOW				
TEXAS	4/24/2001	60271	REGISTERED	35

U.S. PENDING TRADEMARK APPLICATIONS						
MARK	FILE DATE	APP. #	REG. DATE	REG. #	STATUS	CLASSES
CCJ	4/20/2005	78-612,770			PENDING	16,42
CHANGING LANES	5/20/2005	78-634,274			PENDING (ITU)	16
THE GREAT AMERICAN TRUCKING SHOW	4/20/2005	78-612,574			PENDING	35
THE VOICE OF THE AMERICAN TRUCKER	7/27/2005	78-679,362			PENDING	16
	7/27/2005	78-679,367			PENDING	41
TRUCKERPAGES	9/15/2004	78-484,280			PENDING (ITU)	16
TRUCKERS NEWS EN ESPANOL	11/30/2004	78-524,518			PENDING (ITU)	16
COMMERCIAL CARRIER UNIVERSITY	09/21/2005	78-717,919			PENDING	16, 41
CANADIAN PENDING TRADEMARK APPLICATION						
MARK	FILE DATE	APP. #	REG. DATE	REG. #	STATUS	CLASSES
INNOVATOR OF THE YEAR	4/4/2005	1,252,844	TBD	TBD	PENDING	TBD

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RECORDED: 11/09/2005

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