

11-06-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Source Interlink Companies, Inc.
Two City Place Drive
St. Louis, MO 63141

10-30-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Notice of Grant of Security Interest
- Merger
- Change of Name

Execution Date: August 30, 2002

2. Name and address of receiving party(ies)

Name: Bank of America, N.A.

Internal

Address:

Street Address: 101 North Tryon Street

City: Charlotte State: NC Zip: 28255

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other National Banking Association

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

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

A. Trademark Application No.(s)

78/113,262

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Steven D. Thomas

Internal Address: Moore & Van Allen, PLLC

Street Address: 2200 West Main Street

Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved:

01

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-2316

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas
Name of Person Signing

Steven D. Thomas
Signature

October 30 2002
Date

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

03

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

11/05/2002 6TOM11 00000163 78113262

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TRADEMARK
REEL: 002611 FRAME: 0376

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of August 30, 2002 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and, collectively, the "Obligors") and Bank of America, N.A. (the "Bank"), the undersigned Obligor has granted to the Bank a continuing security interest in and continuing lien upon the trademark application shown below:

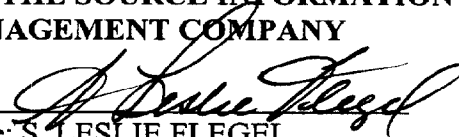
Pending Application

ICN MAG*TRACK	78-113,262	3/7/02
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The undersigned Obligor and the Bank hereby acknowledge and agree that the security interest in the foregoing trademark application (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark application.

Very truly yours,

**SOURCE INTERLINK COMPANIES, INC.
f/k/a THE SOURCE INFORMATION
MANAGEMENT COMPANY**

By: 
Name: S. LESLIE FLEGEL
Title: CHAIRMAN AND CHIEF EXECUTIVE
OFFICER

Acknowledged and Accepted:

BANK OF AMERICA, N.A.

By: 
Name: ROGER O. GORE
Title: SENIOR VICE PRESIDENT