

**RECORDATION FOR  
TRADEMARK**

1/11/05  
01-18-2005  
102921492

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

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

Classmates Online, Inc.

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

Citizenship (see guidelines)

Execution Date(s) December 13, 2004

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance**

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

**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:**

Elizabeth A. Nunn  
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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**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  
13<sup>th</sup> day of December, 2004.

CLASSMATES ONLINE, INC., Grantor

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

DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent and Grantee

By \_\_\_\_\_  
Name:  
Title:





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

13<sup>th</sup> day of December, 2004.

CLASSMATES ONLINE, INC., Grantor

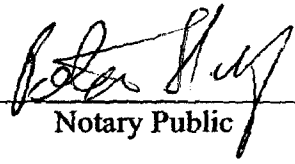
By \_\_\_\_\_  
Name:  
Title:

DEUTSCHE BANK TRUST COMPANY  
AMERICAS,  
as Collateral Agent and Grantee

By   
Name:  
Title: **Anca Trifan  
Director**

STATE OF New York )  
 ) SS:  
COUNTY OF New York )

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, 2004