

09-23-1999

Form PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101152823

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

1. Name of conveying party(ies):
Donnelley Marketing, Inc.

OPR/FINANCE

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State: Delaware
 Other _____

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

2. Name and address of receiving party(ies):

Name: Bankers Trust Company
Internal Address: _____
Street Address: One Bankers Trust Plaza, 130 Liberty Street
City: New York State: New York ZIP: 10006

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

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 Interest Change of Name
 Other _____

Execution Date: July 23, 1999

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)\

2,098,420

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

Name: Brian Jaenicke, Legal Assistant
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

Enclosed
 Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number: _____
(23-1705 in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

09/22/1999 DNGUYEN 00000314 2098420
01 FC:481 40.00 DP
02 FC:482 100.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Brian T. Jaenicke
Name of Person Signing

Brian T. Jaenicke 9/15/99
Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARKS OWNED BY CD-ROM TECHNOLOGIES, INC.

TRADEMARK	REG. NO.	REG. DATE
DATABASE LINK	2098420	9-16-97
DONNELLEY DIRECT	1522851	1-31-89
PRESORT NAMEBANK	1806835	11-23-93
PROFIT FINDER	1129662	1-22-80
MOTOR REGISTRATION NEW (Stylized)	243081	6-12-28

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Donnelley Marketing, Inc., a Delaware corporation (the "Grantor") with principal offices at 1717 Park Street, Naperville, Illinois, hereby grants to Bankers Trust Company, as Collateral Agent, with principal offices at One Bankers Trust Plaza, 130 Liberty Street, New York, New York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

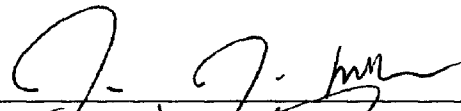
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of July 23, 1999 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under 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

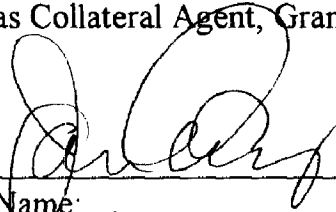
Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 23rd day of July, 1999.

DONNELLEY MARKETING, INC., Grantor

By: 
Name: JACK J. MCGOWAN
Title: SECRETARY

BANKERS TRUST COMPANY
as Collateral Agent, Grantee

By: 
Name: JAMES REILLY
Title: VICE PRESIDENT

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 23rd day of July, 1999, before me personally came corporation who, being by me duly sworn, did state as follows: that he is Secretary of Donnelley Marketing, Inc., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.




Notary Public

**MAY KAREN YIP
Notary Public, State of New York
No. 01Y16009063
Qualified in New York County
Commission Expires June 22, 2000**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 23rd day of July, 1999, before me personally came James Reilly who, being by me duly sworn, did state as follows: that he is Vice President of Bankers Trust Company that 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

MAY KAREN YIP
Notary Public, State of New York
No. 01Y16009063
Qualified in New York County
Commission Expires June 22, 2000