

02-28-2003

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

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

1. Name of conveying party(ies):

ATWOOD PUBLISHING, LLC

2.21.03

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company-Delaware
- 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 in Trademarks
- Merger
- Change of Name

Execution Date: February 14, 2003

2. Name and address of receiving party(ies)

Name: The Bank of New York, as Administrative Agent
Internal
Address: _____

Street Address: One Wall Street

City: New York State: New York Zip: 10286

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

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) 76/380,763

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: SHARON ELWIN, LEGAL ASSISTANT

Internal Address: BRYAN CAVE LLP

Street Address: 245 PARK AVENUE, 28TH FLOOR

City: New York State: New York Zip: 10167

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-4467 to be charged in the event of a deficiency

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

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.

Sharon Elwin
Name of Person Signing

Sharon Elwin
Signature

2/20/03
Date

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK
REEL: 002680 FRAME: 0518

02/27/2003 DBYRNE 00000164 76380763

01 FC:8521 40.00

NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS

February 14, 2003

United States Patent and Trademark Office


Gentlemen:

Please be advised that pursuant to the Security Agreement, dated as of October 9, 1997 (as heretofore amended and as the same may hereafter be amended, modified, extended or restated from time to time, the "Security Agreement") by and among **ATWOOD PUBLISHING, LLC**, a Delaware limited liability company (the "Debtor"), the other SA Credit Parties party thereto (as defined therein) and **THE BANK OF NEW YORK**, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the Debtor has granted a continuing security interest in and continuing lien upon (i) the trademarks, service marks and related registrations and applications (the "Trademarks") shown on Schedule A, attached hereto and incorporated herein by reference, to the Administrative Agent for the ratable benefit of the Lenders, together with (ii) the goodwill and assets of the business symbolized by such Trademarks and (iii) all actions for infringement concerning the foregoing including the right to sue for and to recover and retain all damages and profits arising from past infringement.

The Debtor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the Trademarks and Trademark applications set forth on Schedule A (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 or trademark applications.


Very truly yours,

ATWOOD PUBLISHING, LLC

By: 
Name: Brian A. Meyer
Title: Vice President and Secretary

Acknowledged and Accepted:

THE BANK OF NEW YORK, as Administrative Agent

By: 
Name: Michael E. Marks
Title: Assistant Vice President

SCHEDULE A

U.S. Trademarks (pending)

Mark	Serial No.	Filing Date
Pro AV	76/380,763	3/8/2002