

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

RECORDATION TRADEM

01-04-2005

VT OF COMMERCE and Trademark Office



102903254

To the Honorable Commissioner of Patents and Trademarks, please return this copy thereof.

1. Name of conveying party(ies):

Source Media Inc.

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

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

2. Name and address of receiving party(ies)

Name: Barclays Bank, PLC, as  
Internal Address: Second Lien Collateral Agent  
Street Address: 200 Park Avenue  
City: New York State: NY Zip: 10166

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 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

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other 2nd Priority Trademark Sec Agmt.

Execution Date: 11/08/2004

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

A. Trademark Application No.(s) SEE SCHEDULE I

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) SEE SCHEDULE I

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

Name: Tina Qualls  
Internal Address: \_\_\_\_\_  
Corporation Service Company

Street Address: \_\_\_\_\_  
1133 Avenue of the Americas  
City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 96

7. Total fee (37 CFR 3.41)..... \$2415<sup>00</sup>

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.

James P. Murphy      December 21, 2004  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments and document: 15

01/03/2005 DBYRNE 00000012 1501756

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

TRADEMARK REEL: 003097 FRAME: 0147

SCHEDULE I  
TO  
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

<b>Trademark</b>	<b>Reg. No.</b>	<b>Country</b>	<b>Owner</b>
ACCOUNTING TODAY	1,501,756	U.S.	Source Media Inc.
AMERICAN FINANCIAL DIRECTORY	1,580,861	U.S.	Source Media Inc.
ARIZONA BANK DIRECTORY	1,435,133	U.S.	Source Media Inc.
ARKANSAS BANK DIRECTORY	1,435,126	U.S.	Source Media Inc.
BANK INVESTMENT CONSULTANT	2,793,257	U.S.	Source Media Inc.
BANK INVESTMENT MARKETING	2,570,986	U.S.	Source Media Inc.
BANK TECHNOLOGY NEWS	2,143,703	U.S.	Source Media Inc.
BLUE BOOK (Stylized)	062,931	U.S.	Source Media Inc.
CALIFORNIA FINANCIAL INSTITUTIONS DIRECTORY	1,435,134	U.S.	Source Media Inc.
CARD INDUSTRY DIRECTORY	2,150,406	U.S.	Source Media Inc.
CARD TECHNOLOGY	2,236,231	U.S.	Source Media Inc.
CARDTECH	2,217,332	U.S.	Source Media Inc.
CARDTECH SECURETECH	2,839,502	U.S.	Source Media Inc.
CBANKER	2,452,621	U.S.	Source Media Inc.
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CREDIT CARD COLLECTIONS CONFERENCE	2,138,042	U.S.	Source Media Inc.
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CPA WEALTH PROVIDER	2,604,240	U.S.	Source Media Inc.
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EZDISCLOSE	2,466,338	U.S.	Source Media Inc.
FACS	1,851,372	U.S.	Source Media Inc.
FAULKNER & GRAY'S ELECTRONIC ACCOUNTANT	2,199,479	U.S.	Source Media Inc.
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THE ELECTRONIC ACCOUNTANT	76/083,231	U.S.	Source Media Inc.
THE HAND-HELD HEALTH CARE AUTHORITY	76/595,781	U.S.	Source Media Inc.

SECOND PRIORITY TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of November 8, 2004, by SOURCE MEDIA INC., the surviving entity of the merger of the previously existing Source Media Inc. with and into Thomson Media Inc. ("Pledgor"), in favor of BARCLAYS BANK, PLC, in its capacity as second priority collateral agent pursuant to the Credit Agreement (in such capacity, the "Second Priority Collateral Agent").

W I T N E S S E T H:

WHEREAS, the Pledgor is party to a Second Priority Security Agreement of even date herewith (the "Second Priority Security Agreement") in favor of the Second Priority Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Second Priority Collateral Agent, for the benefit of the Second Priority Secured Parties, to enter into the Credit Agreement, the Pledgor hereby agrees with the Second Priority Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Second Priority Security Agreement and used herein have the meaning given to them in the Second Priority Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Pledgor hereby pledges and grants to the Second Priority Collateral Agent for the benefit of the Second Priority Secured Parties a lien on and second priority security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of the Pledgor:

- (a) Trademarks of the Pledgor listed on Schedule I attached hereto;
  - (b) all goodwill connected with the use of and symbolized by such Trademarks;
- and
- (c) all Proceeds of any and all of the foregoing.

SECTION 3. Second Priority Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Second Priority Collateral Agent pursuant to the Second Priority Security Agreement and the Pledgor hereby acknowledges and affirms that the rights and remedies of the Second Priority Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Second Priority Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Second Priority Security Agreement, the provisions of the Second Priority Security Agreement shall control unless the Second Priority Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the Discharge of the Second Priority Obligations, the Second Priority Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Collateral Sharing Agreement. Notwithstanding anything herein to the contrary, the lien and security interest granted to the Second Priority Collateral Agent pursuant to this Trademark Security Agreement and the exercise of any right or remedy by the Second Priority Collateral Agent hereunder are subject to the provisions of the Collateral Sharing Agreement, dated as of November 8, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Sharing Agreement"), among the Grantors, Citicorp USA, Inc., as First Priority Collateral Agent and Barclays Bank PLC, as Second Priority Collateral Agent. In the event of any conflict between the terms of the Collateral Sharing Agreement and this Trademark Security Agreement, the terms of the Collateral Sharing Agreement shall govern and control.

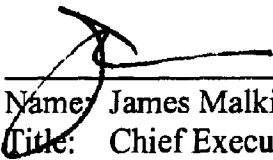
[signature page follows]

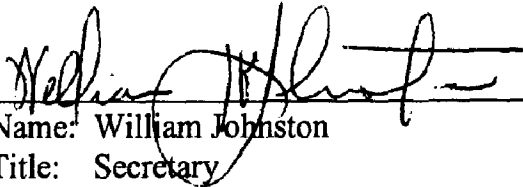


IN WITNESS WHEREOF, the Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

SOURCE MEDIA INC.


By:   
Name: James Malkin  
Title: Chief Executive Officer and President

By:   
Name: William Johnston  
Title: Secretary

*(signature page to Second Priority Trademark Security Agreement)*

Accepted and Agreed:

BARCLAYS BANK PLC,  
as Second Priority Collateral Agent

By:   
Name: PHILIP S.A. CAPPARIS  
Title: DIRECTOR

*(signature page to Second Priority Trademark Security Agreement)*

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