

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TWCC Holding Corp.		03/17/2010	CORPORATION: VIRGINIA
The Weather Channel, Inc.		03/17/2010	CORPORATION: GEORGIA
WSI Corporation		03/17/2010	CORPORATION: MASSACHUSETTS
Enterprise Electronics Corporation		03/17/2010	CORPORATION: ALABAMA

RECEIVING PARTY DATA

Name:	Deutsche Bank Trust Company Americas, as Collateral Agent
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	COMPANY: DELAWARE

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	3666533	WSI PRECAT FORECAST
Registration Number:	3585113	EPIC CONDITIONS
Registration Number:	3535765	TAKE THE WEATHER WITH YOU
Registration Number:	3659684	WEATHER BONK
Registration Number:	3665445	WSI MARKETFIRST
Registration Number:	3601551	AVCHARTS
Registration Number:	3637945	DR. DEWPOINT
Registration Number:	3543159	GLN
Registration Number:	3596809	GLOBAL LIGHTNING NETWORK
Registration Number:	3540305	HCSNSURE

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**TRADEMARK
 REEL: 004171 FRAME: 0123**

Registration Number:	3533381	INTELLICAST
Registration Number:	3543616	PILOTBRIEF VECTOR
Registration Number:	3569596	SHOWFX
Registration Number:	3586096	SKYALERT
Registration Number:	3540304	STORMCAST
Registration Number:	3569595	WEATHERPRODUCER
Registration Number:	3543620	WSI LIVECAT FORECAST
Registration Number:	3681617	SIDPOL
Serial Number:	76699014	STORM SESSION
Serial Number:	76701066	THE WEATHER CHANNEL
Serial Number:	76699079	WAKE UP WITH AL
Serial Number:	76701064	WEATHER PROOF
Serial Number:	76701065	WEATHER.COM

CORRESPONDENCE DATA

Fax Number: (202)408-3141
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	322607-015
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	03/19/2010

Total Attachments: 10
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

TWOC Holding Corp.

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

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

2. Name and address of receiving party(ies)
Name: Deutsche Bank Trust Company
Internal Address: Americas, as Collateral Agent
Street Address: 60 Wall Street
City: New York State: NY Zip: 10005

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 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 Agreement Change of Name
 Other _____

Execution Date: 03/17/2010

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: James P. Murphy
Internal Address: Cahill Gordon & Reindel LLP

Street Address: 80 Pine Street

City: New York State: NY Zip: 10005


6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41).....\$.....
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature:

James P. Murphy  March 19, 2010
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 10

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

ADDITIONAL NAMES OF CONVEYING PARTIES (In connection with Item 1 of Trademark
Recordation Form Cover Sheet):

The Weather Channel, Inc., a Georgia corporation - Citizenship US- GA

WSI Corporation, a Massachusetts corporation - Citizenship US- MA

Enterprise Electronics Corporation, a Alabama corporation - Citizenship US -AL

TRADEMARK SECURITY AGREEMENT SUPPLEMENT

Trademark Security Agreement Supplement, dated as of March 17, 2010, to the Trademark Security Agreement, dated as of September 12, 2008, by and among TWCC Holding Corp., The Weather Channel, Inc., WSI Corporation and Enterprise Electronics Corporation (individually, a “Grantor”, and, collectively, the “Grantors”), in favor of DEUTSCHE BANK TRUST COMPANY AMERICAS, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the “Collateral Agent”).

WITNESSETH:

WHEREAS, the Grantors are party to a Security Agreement dated as of September 12, 2008 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”) in favor of the Collateral Agent pursuant to which the Grantors executed the Trademark Security Agreement and are required to execute and deliver this Trademark Security Agreement Supplement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

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

SECTION 2. Supplement. Schedule I of the Trademark Security Agreement is hereby supplemented by the information set forth in Schedule I hereto.

SECTION 3. Grant of Security Interest in Trademark Collateral. Each Grantor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral (excluding any Excluded Assets) of such Grantor:

- (a) registered Trademarks of such Grantor listed on Schedule I attached hereto.

SECTION 4. The Security Agreement. The security interest granted pursuant to this Trademark Security Agreement Supplement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and the Trademark Security Agreement and Grantors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement and the Trademark Security Agreement. In the event that any provision of this Trademark Security Agreement Supplement is deemed to conflict with the Trademark Security Agreement, the provisions of the Trademark Security Agreement shall control unless the Collateral Agent shall otherwise determine. Except as expressly supplemented hereby, the Trademark Security Agreement shall remain in full force and effect.

SECTION 5. Termination. Upon the termination of the Security Agreement in accordance with Section 6.13 thereof, the Collateral Agent shall, at the expense of such Grantor, execute, acknowledge, and deliver to the Grantors an instrument in writing in recordable form releasing the lien on and security interest in this Trademarks under this Trademark Security Agreement Supplement.

SECTION 6. Counterparts. This Trademark Security Agreement Supplement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement Supplement by signing and delivering one or more counterparts.

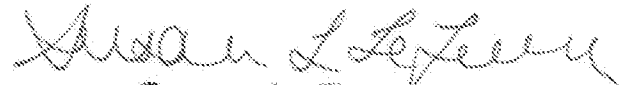
[Signature pages follow.]

TWCC Holding Corp.
The Weather Channel, Inc.
WSI Corporation
Enterprise Electronics Corporation

By: Jerry Elliott
Name: Jerry Elliott
Title: Chief Financial Officer

[Signature Page - Supplement to Trademark Security Agreement]

DEUTSCHE BANK TRUST COMPANY AMERICAS,
as Collateral Agent

By: 
Name: Susan LeFevre
Title: Managing Director

By: 
Name: Omayra Laucella
Title: Vice President

[Trademark Security Agreement Supplement]

SCHEDULE I

Trademark Registration and Use Applications

Pending Trademark applications:

MARK	STATUS	SERIAL NO FILING DATE	REG. NO. REG. DATE	OWNER	CLASS / DESCRIPTION
STORM SESSION	Pending	76699014 Aug 17, 2009		The Weather Channel, Inc.	41 Educational and entertainment services in the nature of programming provided via television, cable, broadcast, Internet, and satellite.
THE WEATHER CHANNEL	Pending	76701066		The Weather Channel, Inc.	09 Meteorological instruments; instruments for providing weather forecasts and alerts.
WAKE UP WITH AL	Pending	76699079 Aug 19, 2009		The Weather Channel, Inc.	41 Entertainment in the nature of ongoing television and Internet programming in the fields of meteorology, sports, science, health, traffic, and travel; providing information regarding sports and science. 42 Providing information regarding meteorology, health, traffic and travel.
WEATHER PROOF	Pending	76701064		The Weather Channel, Inc.	41 Entertainment services in the nature of programming provided via television, cable, broadcast, satellite, the Internet, and wired and wireless electronic media
WEATHER.COM	Pending	76701065		The Weather Channel, Inc.	09 Meteorological instruments; instruments for providing weather forecasts and alerts.

Trademarks

MARK	STATUS	SERIAL NO FILING DATE	REG. NO. REG. DATE	OWNER	CLASS / DESCRIPTION
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MARK	STATUS	SERIAL NO FILING DATE	REG. NO. REG. DATE	OWNER	CLASS / DESCRIPTION
WSI PRECAST FORECAST	Registered	77660924 Feb 1, 2009	3666533 Aug 11, 2009	WSI Corporation	42 Weather information services, namely, a service predicting severe wind conditions.
EPIC CONDITIONS	Registered	76686791 Feb 12, 2008	3585113 Mar 10, 2009	The Weather Channel, Inc.	41 Entertainment in the nature of television programs in the fields of sports, weather, and travel; providing online information services in the fields of sports, weather, and travel.
TAKE THE WEATHER WITH YOU	Registered	76675546 Apr 16, 2007	3535765 Nov 25, 2008	The Weather Channel, Inc.	41 Providing news reporting services through wireless electronic media in the field of news and current events; providing webcasts in the fields of travel, traffic, science, safety, and meteorology. 42 Providing meteorological information, weather reports, warnings, radar maps, and alert information to others through wireless electronic media; providing information in the field of science, namely, meteorology.
WEATHER BONK	Registered	76687600 Mar 10, 2008	3659684 Jul 28, 2009	The Weather Channel, Inc.	42 Providing information in the fields of meteorology, weather sciences, weather safety, travel, and recreation via the internet.
WSI MARKETFIRST	Registered	77085036 Jan 17, 2007	3665445 Aug 11, 2009	WSI Corporation	42 Providing weather information.
AVCHARTS	Registered	77507944 June 25, 2008	3601551 Apr 7, 2009	WSI Corporation	42 Providing information regarding the weather in the form of data and weather-related imagery via a satellite distribution network and a global computer network.
DR. DEWPOINT	Registered	77500750	3637945	WSI Corporation	42 Providing information regarding the weather

MARK	STATUS	SERIAL NO FILING DATE	REG. NO. REG. DATE	OWNER	CLASS / DESCRIPTION
		Jun 17, 2008	Jun 16, 2009		in the form of data and weather-related imagery and providing lifestyle information via a global computer network.
GLN	Registered	77452975 Apr 20, 2008	3543159 Dec 9, 2008	WSI Corporation	42 Lightning data collected from a network of sensors placed in various locations around the world. Promoting public awareness of the need for sun safety
GLOBAL LIGHTNING NETWORK	Registered	77458986 Apr 27, 2008	3596809 Mar 24, 2009	WSI Corporation	42 Lightning data collected from a network of sensors placed in various locations around the world.
HCSNSURE	Registered	77500760 Jun 17, 2008	3540305 Dec 2, 2008	WSI Corporation	42 Providing information regarding the weather in the form of data and weather-related imagery via a satellite distribution network and a global computer network.
INTELLICAST	Registered	77340814 Nov 30, 2007	3533381 Nov 18, 2008	WSI Corporation	42 Weather information services; providing weather information.
PILOTBRIEF VECTOR	Registered	77500739 Jun 17, 2008	3543616 Dec 9, 2008	WSI Corporation	09 Computer hardware and software for receiving and generating weather data and imagery.
SHOWFX	Registered	77500749 Jun 17, 2008	3569596 Feb 3, 2009	WSI Corporation	09 Computer software for the creation of animated special effects.
SKYALERT	Registered	77506873 June 24, 2008	3586096 Mar 10, 2009	WSI Corporation	09 Computer hardware and software for receiving and generating weather data and imagery in the field of meteorology.
STORMCAST	Registered	77500756	3540304	WSI Corporation	42 Providing information regarding the weather

MARK	STATUS	SERIAL NO FILING DATE	REG. NO. REG. DATE	OWNER	CLASS / DESCRIPTION
		Jun 17, 2008	Dec 2, 2008		in the form of data and weather-related imagery via a satellite distribution network and a global computer network.
WEATHERPRODUCER	Registered	77500747 Jun 17, 2008	3569595 Feb 3, 2009	WSI Corpora- tion	09 Computer hardware and software for receiving and generating weather data and imagery.
WSI LIVECAT FORECAST	Registered	77506272 June 24, 2008	3543620 Dec 9, 2008	WSI Corpora- tion	42 Hurricane forecast- ing service.
SIDPOL	Registered	78951235 Aug 14, 2006	3681617 Sep 8, 2009	Enterprise Electronics Corporation	9 Radar systems comprised of a tower, radar pedestal, radar antenna, radome, receiver and transmitter, for the identifi- cation of weather targets and other objects; computer hardware and software for the control and operation of said radar system; scientific and electronic apparatuses, namely, radar signal processors and Doppler signal processors used in a radar system for the identification, classification, and location of weather targets and other objects; scientific and electronic apparatuses, namely, digital receivers and computer hardware for the gathering and processing of environmental weather and climatological radar data. 37 Installation and re- pair services, namely, maintenance, repair and installation of conventional and Doppler weather surveillance radar systems.