

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Zoomtown.com Inc.		02/16/2005	CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	901 Main Street
Internal Address:	Mail Code: TX-492-14-11
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2745948	ZOOMTOWN CINCINNATI
Registration Number:	2745947	ZOOMTOWN CINCINNATI
Registration Number:	2813268	ZOOMTOWN.COM
Registration Number:	2672446	ZOOMTOWN
Registration Number:	2732396	ZOOMTOWN CINCINNATI
Serial Number:	75980684	ZOOMTOWN

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 919 286-8049
 Email: PTO_TMconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC
 Address Line 1: 430 Davis Drive
 Address Line 2: Suite 500
 Address Line 4: Morrisville, NORTH CAROLINA 27650

TRADEMARK

REEL: 003047 FRAME: 0947

OP \$165.00 2745948

NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	03/17/2005
Total Attachments: 4 source=NGSI-T Zoomtown.com#page1.tif source=NGSI-T Zoomtown.com#page2.tif source=NGSI-T Zoomtown.com#page3.tif source=NGSI-T Zoomtown.com#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Non-Shared Collateral Security and Pledge Agreement dated as of February 16, 2005 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as collateral agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

Trademark No.	Description of Trademark	Date of Trademark
See Schedule 1 attached hereto.		

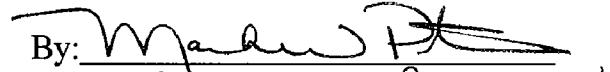
TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied for	Date of Trademark Applications
See Schedule 1 attached hereto.		

The Obligor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ZOOMTOWN.COM INC.,
an Ohio corporation

By: 
Name: Mark W. Peterson
Title: Vice President and
Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Collateral Agent

By: _____
Name: _____
Title: _____

The Obligor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

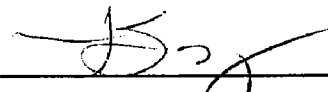
Very truly yours,

ZOOMTOWN.COM INC.,
an Ohio corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Collateral Agent

By:  _____
Name: Todd Shipley
Title: Senior Vice President

**ZoomTown.com Inc.
(Ohio Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
ZOOMTOWN CINCINNATI and Design	2745948	08/05/03
ZOOMTOWN CINCINNATI	2745947	08/05/03
ZOOMTOWN.COM	2813268	02/10/04
ZOOMTOWN	2672446	01/07/03
ZOOMTOWN CINCINNATI	2732396	07/01/03

Pending Application

Mark	Application No.	Filing Date
ZOOMTOWN	75980684	10/27/98