

05-03-1999

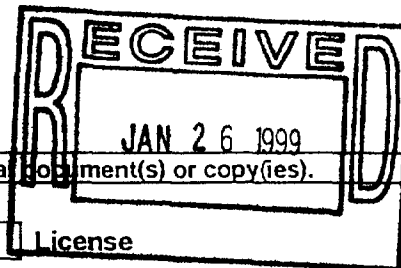


REC

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TRADEMARKS ONLY



MAIL 4-28-99

Rec.

1-26-99

1-26-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other _____
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____

Conveying Party

Mark if additional names of conveying parties attached

Name HEALTH INK, L.L.C. Execution Date
Month Day Year 12-22-98

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other LLC
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name STATE STREET BANK AND TRUST COMPANY

DBA/AKATA _____

Composed of _____

Address (line 1) 225 FRANKLIN STREET

Address (line 2) BOSTON PUBLISHING GROUP

Address (line 3) BOSTON City MA State/Country 02110-2804 Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other Massachusetts trust company
 - Citizenship/State of Incorporation/Organization _____
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

01/26/1999 INBUYEN 00000209 2166988

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
300.00 OP

340E

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1890 FRAME: 0106

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75-329971"/>	<input type="text" value="75-329972"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,166,988"/>	<input type="text" value="2,133,395"/>	<input type="text" value="2,181,055"/>
<input type="text" value="2,020,688"/>	<input type="text" value="2,003,091"/>	<input type="text" value="2,026,103"/>
<input type="text" value="1,935,035"/>	<input type="text" value="1,922,917"/>	<input type="text" value="1,921,911"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

DEBRA FEINS

Name of Person Signing

Debra M. Feins

Signature

1/25/98

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name HEALTHINK LLC

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship State of Incorporation/Organization _____

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name STATE STREET BANK AND TRUST COMPANY

DBA/AKA/TA _____

Composed of _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

8	1,841,833	1,770,070	1,772,971
	1,703,185		

NOTICE OF SECURITY INTEREST IN TRADEMARKS

U.S. Patent and Trademark Office
Office of Public Records
Attn: Customer Services Counter
1213 Jefferson Davis Highway, Third Floor
Arlington, Virginia 22202

Ladies and Gentlemen:

Pursuant to a Conditional Assignment of Trademarks dated December 22, 1998 between HEALTH INK, L.L.C., a Delaware limited liability company having its principal place of business at 1245 North Church, Moorestown, NJ 08057 (the "Assignor") and STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company, having a principal place of business at 225 Franklin Street, Boston, Massachusetts 02110 (the "Lender") (as amended, restated or otherwise modified from time to time), the Assignor has granted to the Lender, a continuing security interest in and conditional assignment of its now owned or licensed (whether as licensee or licensor) or hereafter - acquired or licensed (whether as licensee or licensor) registered trademarks and service marks and trademarks and service marks for which applications to register and verified statements of use have been filed and are pending or are hereafter filed with the U.S. Patent and Trademark Office (the "PTO") or any other governmental authority, including but not limited to, those registered trademarks and service marks and trademark and service mark applications listed on Exhibit A attached hereto (as the same may be amended pursuant hereto from time to time), all renewals thereof, all proceeds of infringement suits, the sole right to sue for past, present, future and threatened infringements of and all rights corresponding thereto throughout the world, and any royalties, licenses, fees, proceeds, improvements and subsequent trademarks or service marks obtained in connection therewith (all of the foregoing being hereinafter collectively referred to as the "Trademarks"), together with a continuing security interest in and a conditional assignment of all its right, title and interest in and to the goodwill of the business to which each of the Trademarks relates. The security interests granted herein are granted in conjunction with the security interests granted by the Assignor and Three V Acquisition Corp. to the Lender in the Collateral defined and described under a Security Agreement of even date herewith which, among other things, relate to the products sold under the Trademarks.

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to duly execute this Notice of Security Interest in Trademarks as of this 22nd day of December, 1998.

HEALTH INK, L.L.C.

STATE STREET BANK AND TRUST COMPANY

By: *Patrick A. Clifford*
Patrick A. Clifford
President

By: *Barbara R. Flight*
Barbara R. Flight
Vice President

THE COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY

On this 22nd day of December, 1998, before me personally appeared Barbara R. Flight, a Vice President of STATE STREET BANK AND TRUST COMPANY, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said Massachusetts trust company, and acknowledged said instrument so executed to be her free act and deed in said capacity and the free act and deed of said Massachusetts trust company.

Notary Public: *Wayne Bruce Festina*
My commission expires: *June 19, 2003*

STATE OF *New Jersey*
COUNTY OF *Warren*

On this 22nd day of December, 1998, before me personally appeared Patrick A. Clifford, President of HEALTH INK, L.L.C., a Delaware limited liability company, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said limited liability company, and acknowledged said instrument so executed to be his free act and the free act and deed of said company.

Notary Public: *Dorothy L. Haskins*

My commission expires:
DOROTHY L. HASKINS
A Notary Public of New Jersey
My Commission Expires 01/24/2001

EXHIBIT A

A. Registered Trademarks owned by Health Ink, L.L.C.

TRADEMARK	REGISTRATION NUMBER
The Fresh Air Cafe (words only)	2,166,988
E. R. Watch (words only)	2,133,395
Healthy Views (words only)	2,181,055
For Your Well Being (words only)	2,020,688
Florida Health Care Times (words only)	2,003,091
Healthy Now (words only)	2,026,103
Benefits Management (words only)	1,935,035
Starting Out Healthy (words only)	1,922,917
Health Alert (words only)	1,921,911
Best of Health (words only)	1,841,833
Health & You (words only)	1,770,040
Healthfactor (stylized letters)	1,772,971
Medicare & You (words only)	1,703,185

B. Licensed Trademarks:

NONE

C. Pending Trademark Applications (statements have NOT been filed):

MARK	SERIAL NUMBER
Growing Up Healthy (words only)	75-329972
Medicare Insider	75-329971

FEDERAL EXPRESS

January 25, 1999

U.S. Patent and Trademark Office
Office of Public Records
Attn: Customer Services Counter
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202

RE: Recording of Notice of Security Interest in Trademarks
Assignor: HEALTH INK, L.L.C.
Assignee: STATE STREET BANK AND TRUST COMPANY

Ladies and Gentlemen:

I enclose for recording the following document, along with a cover sheet and recording fees:

1. Notice of Security Interest in Trademarks from HEALTH INK, L.L.C. to STATE STREET BANK AND TRUST COMPANY; and
2. Our firm check in the amount of \$340.00 constituting the recording fee therefor.

Thank-you.

Sincerely,



Debra M. Feins

Enclosures

RECEIVED
 JAN 27 1999
 U.S. PATENT & TRADEMARK OFFICE
 OFFICE OF PUBLIC RECORDS
 ARLINGTON, VA 22202



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

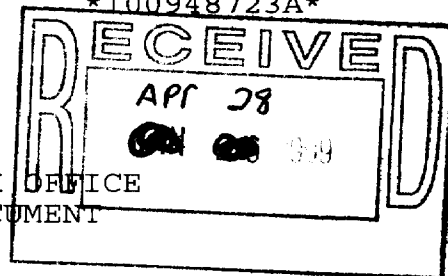
APRIL 21, 1999

PTAS

COUNSEL, SLOTCH & ZLAINSKY
DEBRA M. FEINS
23 GALLOWAY LANE
BEDFORD, NH 03110-5718



100948723A



UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 100948723

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

- 1. INSUFFICIENT FEE SUBMITTED, AUTHORIZATION TO CHARGE NOT GRANTED. ADDITIONAL FEE REQUIRED IS \$50 .

JEEVON JONES, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS