

05-03-1999

FORM PTC-159
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings =>=>=> 5-3-99
To the Honorable Commissioner:



original documents or copy thereof.

101024994

1. Name of conveying party(ies):
U.S. MEDIA HOLDINGS, INC.
115 West 18th Street
New York, New York 10011

2. Name and address of receiving party(ies):
Name: THE CHASE MANHATTAN BANK, AS AGENT
Internal Address: _____
Street Address: 600 Fifth Avenue, 4th Floor
City: New York State: New York ZIP: 10020

- Individual(s)
- Association
- General Partnership
- Limited Partnership

Corporation-State: Delaware

Other _____

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

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State NEW YORK

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: April 22, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Federal Research Corp.
Internal Address: _____
Street Address: 400 Seventh St NW
Suite 101
Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41): \$.65⁰⁰
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

05/04/1999 DCDATES 00000025 1707081

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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
Deborah Scheff Deborah Scheff 4/26/99
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments and document: 4

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

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, U.S. MEDIA HOLDINGS, INC., a corporation formed under the laws of the State of Delaware ("Grantor"), having a principal place of business at 115 West 18th Street, New York, New York 10011 has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Grantor is obligated to Agent and Lenders (each term as hereinafter defined), pursuant to (i) a certain Second Amended and Restated Loan and Security Agreement, dated the date hereof, among Grantor and Golden Turtle Press, Inc. ("Golden Turtle") (Grantor and Golden Turtle each a "Borrower" and collectively "Borrowers"), The Chase Manhattan Bank ("Chase"), the various financial institutions named therein or which hereafter become a party thereto (Chase and such other financial institutions, collectively, "Lenders") and Chase as agent for Lenders ("Agent"), and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof made by Grantor in favor of Agent for the ratable benefit of Lenders (as each may be amended, supplemented, restated or otherwise modified from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby assign unto Agent for the ratable benefit of Lenders and grant to Agent for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: April 22, 1999

U.S. MEDIA HOLDINGS, INC.

Witness:

Suzanne M. Conolly

By: Charles H. Fischer III
CHARLES H. FISCHER III
EXECUTIVE V.P.

THE CHASE MANHATTAN BANK, as Agent

Witness:

Daniel P. [Signature]

By: Kathleen C. Maggi
Name: Kathleen C. Maggi
Vice President

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated April 22, 1999, by and between U.S. MEDIA HOLDINGS, INC. and THE CHASE MANHATTAN BANK, as Agent.

MARK	APPLICATION DATE	REGISTRATION DATE	APPLICATION OR SERIAL NUMBER
Smithmark Publishers Inc. (Name)	August 9, 1990	September 15, 1992	1717081 i
Smithmark Publishers Inc. LOGO (fanciful representation of letter "S")	December 31, 1990	September 22, 1992	1719462 2
Stewart, Tabori & Chang (Name and Bison Logo)			
Golden Turtle Press (Name and Turtle Logo)			
Day Flipper (Name and Logo)			

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 22 day of April, 1999, before me personally came CHARLES H. FISCHERT to me known, who, being by me duly sworn, did depose and say that he is the EXECUTIVE V.P. of U.S. MEDIA HOLDINGS, INC., the Grantor described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Deborah Scheff
Notary Public

DEBORAH SCHEFF
NOTARY PUBLIC, State of New York
No. 4907990
Qualified in Nassau County
Commission Expires October 13, 1999

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 22 day of April, 1999, before me personally came KATHLEEN C. MAGGI to me known, who, being by me duly sworn, did depose and say that he/she is a Vice President of The Chase Manhattan Bank, the corporation described in and which executed the foregoing instrument; and that he/she was authorized to sign his/her name thereto.

Deborah Scheff
Notary Public

DEBORAH SCHEFF
NOTARY PUBLIC, State of New York
No. 4907990
Qualified in Nassau County
Commission Expires October 13, 1999