

05-19-1999



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5-14-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
- 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.)

Citizenship/State of Incorporation/Organization

05/18/1999 JSHABAZZ 00000124 1305863

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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. 20503

REEL: 001898 FRAME: 0107

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"/>	<input type="text"/>	<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="1305863"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1305865"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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

5/13/99

Date Signed

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 April 30, 1999 among SABOT PUBLISHING, INC., a Virginia corporation ("Sabot") and its wholly owned subsidiaries, BLACK BELT COMMUNICATIONS, INC., a Virginia corporation ("Black Belt"), GARLINGHOUSE, INC., a Virginia corporation ("Garlinghouse"), and SOUTHWEST ART, INC., a Delaware corporation ("Southwest", and collectively with Sabot, Black Belt and Garlinghouse, herein the "Assignors") 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 "Bank") (as amended, restated or otherwise modified from time to time), the Assignors have granted to the Bank, 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 in the case of "intent to use" applications, "verified statements of use" under 15 U.S.C. ' 1060, 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 Assignors to the Bank 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 30th day of April, 1999.

SABOT PUBLISHING, INC.

GARLINGHOUSE, INC.

By: *James D. Causey*
James D. Causey
President

By: *James D. Causey*
James D. Causey
President

BLACK BELT COMMUNICATIONS, INC.

SOUTHWEST ART, INC.

By: *James D. Causey*
James D. Causey
President

By: *James D. Causey*
James D. Causey
President

STATE STREET BANK AND TRUST
COMPANY

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

THE COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY

On this 30th day of April, 1999, 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 his free act and deed in said capacity and the free act and deed of said Massachusetts trust company.

Notary Public: *Wayne Bruce Solano*

My commission expires: June 19, 2003

STATE OF Virginia
COUNTY OF

On this 29 day of April, 1999, before me personally appeared James D. Causey, President of each of SABOT PUBLISHING, INC., BLACK BELT COMMUNICATIONS, INC., GARLINGHOUSE, INC., and SOUTHWEST ART, INC., 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 corporations, and acknowledged said instrument so executed to be his free act and the free act and deed of said corporations.

Notary Public: *Casal D. Smith*

My Commission Expires July 31, 2002

My commission expires: _____

EXHIBIT A

REGISTERED TRADEMARKS OWNED BY EACH ASSIGNOR

Sabot Publishing, Inc.

None.

Black Belt Communications, Inc.

None.

Garlinghouse, Inc.

None.

Southwest Art, Inc.

1. Mark: Southwest Art
Registration Number: 1305863
Registration Date: November 20, 1984
2. Mark: Southwest Art (stylized)
Registration Number: 1305865
Registration Date: November 20, 1984

None of Sabot Publishing, Inc., Black Belt, Inc., Garlinghouse, Inc. or Southwest Art, Inc. (i) is the licensee of any registered trademark or (ii) has any pending trademark applications.

FEDERAL EXPRESS

May 13, 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: SOUTHWEST ART, INC.
Assignee: STATE STREET BANK AND TRUST COMPANY (as secured party)

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 granted by SOUTHWEST ART, INC. to STATE STREET BANK AND TRUST COMPANY; and
2. Our firm check in the amount of \$65.00 constituting the recording fee therefor.

Thank-you.

Sincerely,

Debra Feins
Debra M. Feins

Enclosures

RECEIVED
MAY 14 AM 11:27
REGISTERED MAIL DIVISION

DEBRA M. FEINS, ESQ., P.C. 23 CALLOWAY LANE BEDFORD, NH 03110-5218

TEL 603.471.0220 FAX 603.471.0270 DFEINS@PIPELINE.COM ADMITTED TO PRACTICE IN NH, MA AND RI

OF COUNSEL SCOTCH & ZALINSKY ATTORNEYS AT LAW

50 ELM STREET MANCHESTER, NH 03101 TEL 603.668.8100 FAX 603.668.7545 NH WATS 800.698.8101

RECORDED: 05/14/1999

TRADEMARK
REEL: 001898 FRAME: 0112