

06-02-1999



101054642

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

5-26-99

5-26-99

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

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name Pfingsten Publishing, LLC

4-30-99

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association
- ☒ Other limited liability company
- ☒ Citizenship/State of Incorporation/Organization Delaware

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) 225 Franklin Street

Address (line 2) Publishing Group

Address (line 3) Boston

MA

02110-2801

City

State/Country

Zip Code

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ 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.)
- ☐ Corporation ☐ Association
- ☒ Other Trust company
- ☒ Citizenship/State of Incorporation/Organization Massachusetts

FOR OFFICE USE ONLY

3/25/1999 JCHABAZZ 00000259 75525937

1 101431  
2 101432

40.00 00  
100.00 00

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

REEL: 001904 FRAME: 0553

**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

603 471-0220

Name

Debra M. Feins, Esq.

Address (line 1)

23 Galloway Lane

Address (line 2)

Bedford, NH 03110-5718

Address (line 3)

Address (line 4)

**Pages**

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

#

3

**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)**

75525989

**Registration Number(s)**

20866541

1288990

1071827

1533561

1206459

1001919

1328489

1118420

892073

**Number of Properties**

Enter the total number of properties involved.

#

12

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

340.

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 M FEINS

Name of Person Signing

Debra M. Feins

Signature

5/25/99

Date Signed

TRADEMARK

REEL: 001904 FRAME: 0554

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

Conveying Party

Enter Additional 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

Enter Additional 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)

City

State/Country

Zip Code

☐

Individual

☐

General Partnership

☐

Limited Partnership

☐

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.)

☐

Corporation

☐

Association

☐

Other

☐

Citizenship/State of Incorporation/Organization

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)


825917		
642661		
1878045		

**EXHIBIT A****A. Registered Trademarks\***

<b>REGISTRATION NO.</b>	<b>MARK</b>	<b>REGISTRATION DATE</b>
2,086,654	USA Getaway Guide	August 5, 1997
1,533,561	Galeria	April 4, 1989
1,328,489	Supply Lines	April 2, 1985
1,288,990	Artsell Color Cards	August 7, 1984
1,206,459	Frame-O-Rama	August 24, 1982
1,118,420	Art Buyers Caravan	May 15, 1979
1,071,827	Basics & Beyond	August 23, 1977
1,001,919	The Professional Picture Framer	January 14, 1975
892,073	American Agent & Broker	June 2, 1970
825,917	Decor	March 14, 1967
642,661	Life Insurance Selling	March 12, 1957
1,878,045	Publishing Concepts PC	February 7, 1995

\*Assigned to the Borrower by Commerce Publishing Company by a document executed on April 30, 1999 and recorded in the United States Patent and Trademark Office on [date] at reel [ ], frame [ ].

**B. Pending Trademark Applications\*:**

<b>SERIAL NO.</b>	<b>MARK</b>	<b>FILING DATE</b>
75-525987	Publishing Concepts	July 27, 1998

\*Assigned to the Borrower by Commerce Publishing Company by a document executed on April 30, 1999 and recorded in the United States Patent and Trademark Office on [date] at reel [ ], frame [ ].

## NOTICE OF GRANT 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 (as amended, restated or otherwise modified from time to time) between PFINGSTEN PUBLISHING, L.L.C., a Delaware limited liability company ("Pfingsten") and STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company as administrative agent (the "Administrative Agent") for the benefit of itself and the financial institutions (the "Banks") as are or may from time to time become, parties to the Revolving Credit Agreement of even date herewith among Pfingsten, the Administrative Agent and the Banks, Pfingsten has granted to Administrative Agent for the ratable benefit of itself and the Banks, a continuing security interest in and conditional assignment of its now owned or hereafter acquired registered trademarks and service marks and trademarks and service marks for which applications to register, and in the case of "intent to use" applications for which 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 re-issues, renewals and amendments thereof; all proceeds of infringement suits; the sole right to sue for past, present, future and threatened infringements of any of the foregoing; all rights corresponding to any of the foregoing throughout the world; and any royalties, licenses, fees, damages, 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 conditional assignment of all its right, title and interest in and to the goodwill of the business to which each of the Trademarks relates, to have and to hold until the Obligations have been paid and performed in full. The security interests granted herein are granted in conjunction with the security interests granted by the Borrower to the Administrative Agent for the ratable benefit of itself and the Banks 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 30<sup>th</sup> day of April, 1999.

PFINGSTEN PUBLISHING, L.L.C.

By its Managing Member:

PFINGSTEN EXECUTIVE FUND II, L.P.

By its general partner:

PFINGSTEN MANAGEMENT PARTNERS II, L.P.

By its general partner:

PFINGSTEN PARTNERS II, L.L.C.

By its Senior Managing Member:

STATE STREET BANK AND TRUST  
COMPANY, As Administrative Agent

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

Thomas S. Bagley  
Thomas S. Bagley

THE COMMONWEALTH OF MASSACHUSETTS  
SUFFOLK COUNTY

On this 30<sup>th</sup> 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 her free act and deed in said capacity and the free act and deed of said Massachusetts trust company.

Notary Public: Wayne B. Johnson

My commission expires: June 19, 2003

STATE OF Ohio  
COUNTY OF Cuyahoga

On this 30<sup>th</sup> day of April, 1999, before me personally appeared the above named Thomas S. Bagley, Senior Managing Member of Pfingsten Partners II, L.L.C., the general partner of Pfingsten Management Partners II, L.P., the general partner of Pfingsten Executive Fund II, L.P., the Managing Member of PFINGSTEN PUBLISHING, 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 partnerships and companies.

Notary Public: Ketan Patel

My commission expires: \_\_\_\_\_  
**KETAN PATEL**  
Notary Public, State of Ohio  
My Commission Has No Expiration Date  
Section 147.03 R.C.