

06-30-1999



101079797

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

6-28-99

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

- 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
- 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.)

06/29/1999 RTHA11 00000147 2157017

FOR OFFICE USE ONLY

01 FC:481 40.00 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. 20231

REEL: 001921 FRAME: 0100

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 DEBRA M. FEINS ESQ

Address (line 1) DEBRA M. FEINS ESQ PC

Address (line 2) OF COUNSEL, SCOTCH + ZALINSKY

Address (line 3) 23 GALLOWAY LANE

Address (line 4) BEDFORD NH 03110

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)

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"/>

<u>2,157,017</u>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<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.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00 E

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

6/24/99

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 18 day of June, 1999.

BLACK BELT COMMUNICATIONS, INC.

STATE STREET BANK AND TRUST
COMPANY

By: James Causey
James Causey
President

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

THE COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY

On this 19 day of June, 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 B. Zeslanc

My commission expires: June 19, 2003

COMMONWEALTH OF VIRGINIA
COUNTY OF RICHMOND

On this 18 day of June, 1999, before me personally appeared James Causey, President of BLACK BELT COMMUNICATIONS, 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 corporation, and acknowledged said instrument so executed to be his free act and the free act and deed of said corporation.

Notary Public: Karen J. Wagner

My commission expires: 3/31/2002

EXHIBIT A

REGISTERED TRADEMARKS OWNED BY BLACK BELT COMMUNICATIONS, INC.:

Mark: Black Belt

Registration Number: 2157017

Registration Date: 5/12/98