

03-02-2000



101280002

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
- 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 BETTER NUTRITION, INC.

11-4-99

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name CITIZENS BANK OF MASSACHUSETTS, AS AGENT

DBA/AKATA

Composed of

Address (line 1) 28 STATE STREET

Address (line 2) ATTN: PUBLISHING

Address (line 3) BOSTON

City

MA

State/Country

02109

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other Massachusetts savings bank
- 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.)

03/02/2000 DC0ATES 00000003 2102728

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
225.00 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. 20514

TRADEMARK
REEL: 002028 FRAME: 0270

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)

2,102,728	2,128,341	2,228,410
2,268,500	2,268,499	1,849,276
1,526,826	1,838,665	2,161,127

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 M FEINS

Name of Person Signing

Debra M. Feins

Signature

2/7/00

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

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name VEGETARIAN TIMES, INC.

11-4-99

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization VIRGINIA

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

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

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)

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)

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Registration Number(s)

<u>2,380,852</u>	<input type="text"/>	<input type="text"/>
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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 an Amended and Restated Conditional Assignment of Trademarks dated November 4, 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"), SOUTHWEST ART, INC., a Delaware corporation ("Southwest"), BETTER NUTRITION, INC., a Virginia corporation ("BNI") and VEGETARIAN TIMES, INC., a Virginia corporation ("VT", and collectively with Sabot, Black Belt, Garlinghouse, Southwest, and BNI herein the "Assignors") and CITIZENS BANK OF MASSACHUSETTS, a Massachusetts savings bank, as agent (the "Agent") for the benefit of itself and the financial institutions (the "Lenders") as are, or may from time to time become, parties to the Loan Agreement referred to below (the Agent and the Lenders collectively herein, the "Assignees") (as amended, restated or otherwise modified from time to time), the Assignors have granted to the Agent, for the benefit of the Assignees, 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 Agent for the ratable benefit of the Assignees in the Collateral defined and described under an Amended and Restated Security Agreement of even date herewith (the "Security Agreement") 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 4th day of November, 1999.

SABOT PUBLISHING, INC.

By: [Signature]
James Causey
President

SOUTHWEST ART, INC.

By: [Signature]
James Causey
President

BLACK BELT COMMUNICATIONS, INC.

By: [Signature]
James Causey
President

BETTER NUTRITION, INC.

By: [Signature]
James Causey
President

GARLINGHOUSE, INC.

By: [Signature]
James Causey
President

VEGETARIAN TIMES, INC.

By: [Signature]
James Causey
President

COMMONWEALTH OF VIRGINIA
COUNTY OF Richmond

On this 4th day of November, 1999, before me personally appeared James Causey, President of each of SABOT PUBLISHING, INC., BLACK BELT COMMUNICATIONS, INC., GARLINGHOUSE, INC., SOUTHWEST ART, INC., BETTER NUTRITION, INC. and VEGETARIAN TIMES, 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: Jennifer A. Meloney

My commission expires: December 31, 2003

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 4th day of November, 1999.

ASSIGNEES:

CITIZENS BANK OF MASSACHUSETTS,
individually and as Agent

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

MCG FINANCE CORPORATION

By: _____
Debra Belanger
Managing Director

THE COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY

On this 4th day of November, 1999, before me personally appeared Barbara R. Flight, a Vice President of CITIZENS BANK OF MASSACHUSETTS, a Massachusetts savings bank, 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 savings bank, 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 savings bank.

Notary Public: Lena R. Horlick

LENA R. HORLICK
Notary Public

My commission expires: July 24, 2001

My Comm. Expires July 24, 2001

STATE OF _____
COUNTY OF _____

On this ____ day of November, 1999, before me personally appeared Debra Belanger, Managing Director of MCG Finance Corporation, a Delaware corporation, 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 finance corporation, and acknowledged said instrument so executed to be her free act and deed in said capacity and the free act and deed of said corporation.

Notary Public: _____

My commission expires: _____

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 ___ day of November, 1999.

ASSIGNEES:

CITIZENS BANK OF MASSACHUSETTS,
individually and as Agent

By: _____
Barbara R. Flight
Vice President

MCG FINANCE CORPORATION

By: _____
Debra Belanger
Managing Director

THE COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY

On this ___ day of November, 1999, before me personally appeared Barbara R. Flight, a Vice President of CITIZENS BANK OF MASSACHUSETTS, a Massachusetts savings bank, 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 savings bank, 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 savings bank.

Notary Public: _____

My commission expires: _____

STATE OF Virginia
COUNTY OF Arlington

On this 4th day of November, 1999, before me personally appeared Debra Belanger, Managing Director of MCG Finance Corporation, a Delaware corporation, 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 finance corporation, and acknowledged said instrument so executed to be her free act and deed in said capacity and the free act and deed of said corporation.

Notary Public: Mary Colturro

My commission expires: My Comm. Exps. 3/21, 2002

EXHIBIT A

Better Nutrition, Inc. (As assignee of Intertec Publishing Corporation)

MARK	REGISTRATION NUMBER	REGISTRATION DATE
BETTER NUTRITION	2,102,728	10/7/97
BETTER NUTRITION (Stylized)	2,128,341	1/13/98
NATURALLY THE RIGHT CHOICE	2,228,410	3/2/99

Vegetarian Times, Inc.:

MARK	REGISTRATION NUMBER	REGISTRATION DATE
VV THE VIRTUAL VEGETARIAN AND DESIGN	2,268,500	8/10/99
VEGETARIAN TIMES	2,268,499	8/10/99
VEGETARIAN TIMES	1,849,276	8/9/94
VEGETARIAN TIMES	1,526,826	2/28/89
THE BEST OF VEGETARIAN TIMES DELICIOUS DISHES FOR A HEALTHY LIFESTYLE	1,838,665	6/7/94
NATURAL REMEDIES	2,161,107	5/26/98
LOW FAT & FAST	2,280,852	9/28/99