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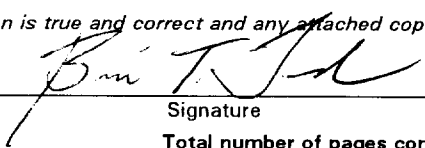
04-05-2000

Form PTO-1594 1-31-92	RE	 101305717	U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Treasure Chest Advertising Company, Inc.</p> <p> <input type="checkbox"/> Individuals <input type="checkbox"/> Association <input type="checkbox"/> General Partnership - <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State: Delaware <input type="checkbox"/> Other </p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>The Chase Manhattan Bank</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>270 Park Avenue</u></p> <p>City: <u>New York</u> State: <u>New York</u> ZIP: <u>10017</u></p> <p> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation- _____ <input checked="" type="checkbox"/> Other - <u>Collateral Agent</u> </p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Interest <input type="checkbox"/> Change of Name <input type="checkbox"/> Other - _____ </p> <p>Execution Date: <u>December 7, 1999</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p style="text-align: right;">Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Brian Jaenicke, Legal Assistant</u></p> <p>Internal Address: <u>White & Case LLP</u></p> <p>_____</p> <p>_____</p> <p>Street Address: <u>1155 Avenue of the Americas</u></p> <p>City: <u>New York</u> State: <u>NY</u> ZIP: <u>10036</u></p>	<p>6. Total number of applications and registration involved 21</p> <p>7. Total fee (37 CFR 3.41): \$ <u>540.00</u></p> <p> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account </p> <p>8. Deposit account number: <u>23-1705</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>

DO NOT USE THIS SPACE

<p>9. Statement and signature.</p> <p><i>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.</i></p> <p>_____</p> <p style="text-align: center;">Name of Person Signing</p>	<p style="text-align: center;">  Signature </p> <p style="text-align: right;"> <u>2/25/2000</u> Date </p> <p style="text-align: right;">Total number of pages comprising cover sheet: 1</p>
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OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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TRADEMARK
REEL: 002043 FRAME: 0408

SCHEDULE A

<u>MARK</u>	<u>CLASS</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
Newspaper Inserts That Deliver	35	2,236,494	4/06/98
Targeted Inserts That Deliver	35	2,236,491	4/06/99
TC Advertising	35	2,278,839	8/21/99
TC Advertising	42	2,277,277	9/14/99

<u>MARK</u>	<u>CLASS</u>	<u>APP. NO.</u>	<u>APP. DATE</u>
Newspaper Market Reach	9	75/331,538	7/28/97
Newspaper Market Reach	35	75/745,713	7/08/99
Newspaper Market Reach	35	75/331,537	7/28/97
Target Reach	9	75/322,903	7/11/97
Target Reach	35	75/322,904	7/11/97
ReachAmerica	9	75/324,620	7/15/97
Reach America	35	75/322,901	7/11/97
Target Zone	9	75/324,636	7/15/97
Target Zone	42	75/322,902	7/11/97
Target Zone	35	75/322,902	7/11/97
TC Advertising	36	75/388,862	11/12/97
TC Advertising	39	75/388,864	11/12/97
S/Tran	35	75/626,090	1/22/99
Total Paper Supply	42	75/626,541	1/21/99
TC Logistics Services	39	75/739,712	7/1/99
Newsreach	42	75/697,542	5/4/99
The Spec. Dept.	9	75/562,765	10/1/98

**ASSIGNMENT OF SECURITY
INTEREST IN CERTAIN TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, TREASURE CHEST ADVERTISING COMPANY, INC., a Delaware corporation ("the Assignor") with principal offices at 250 W. Pratt Street, 18th Floor, Baltimore, Maryland 21201, hereby assigns and grants to The Chase Manhattan Bank, as Collateral Agent (the "Assignee") with principal offices at 270 Park Avenue, New York, New York 10017, a security interest in (i) all of the Assignor's right, title and interest in and to the trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks , (iii) the goodwill of the businesses with which the Marks are associated and, (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS ASSIGNMENT OF SECURITY INTEREST (this "Assignment"), is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement, among Assignor, the other assignors from time to time party thereto and the Assignee, dated as of December [7], 1999 (as amended, restated, modified and/or supplemented from time to time, the "Security Agreement").

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

the 7th day of December, 1999. IN WITNESS WHEREOF, the undersigned have executed this Assignment as of

TREASURE CHEST ADVERTISING
COMPANY, INC.,
as Assignor

By: 

Title: _____

THE CHASE MANHATTAN BANK, as
Collateral Agent, as Assignee

By: _____

Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of
the 21st day of December, 1999.

TREASURE CHEST ADVERTISING
COMPANY, INC.,
as Assignor

By: _____
Title:

THE CHASE MANHATTAN BANK, as
Collateral Agent, as Assignee

By: 
Title:

BRUCE BORDEN
VICE PRESIDENT

) ss.:

COUNTY OF NEW YORK)

On this 7th day of Dec., 1999, before me personally came Mark Angelon who, being by me duly sworn, did state as follows: that [s]he is Executive Vice President of TREASURE CHEST ADVERTISING COMPANY, INC., that [s]he is authorized to execute the foregoing Assignment on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.


Notary Public

ANDREW K. LEM
Notary Public, State of New York
No. 01153026332
Qualified in New York County
Commission Expires June 14, 2001

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

On this 21st day of December 1999, before me personally came Bruce Borden who, being by me duly sworn, did state as follows: that [s]he is Vice President of THE CHASE MANHATTAN BANK, that [s]he is authorized to execute the foregoing Assignment on behalf of said company and that [s]he did so by authority of said company.

Stacy E. Nathanson
Notary Public

STACY E. NATHANSON
Notary Public, State of New York
No. 01NA6024050
Qualified in New York County
Commission Expires May 10, 2001