

08-30-2000



FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

101446616

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

MPO
8.17.00

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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

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

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.)

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

08/29/2000 NTHA11 00000306 2142546

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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

TRADEMARK
REEL: 002127 FRAME: 0346

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

(704) 348-5141

Name

CADWALADER, WICKERSHAM & TAFT

Address (line 1)

MARVIN S. CASH, ESQ.

Address (line 2)

227 WEST TRADE STREET, SUITE 2400

Address (line 3)

CHARLOTTE, NC 28202

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)

Registration Number(s)

2,142,546

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40

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.

LORI POTTS

08/14/00

Name of Person Signing

Signature

Date Signed

MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

United States Department of Commerce
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

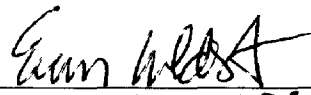
Ladies and Gentlemen:

Pursuant to an Amended and Restated Subsidiaries Security Agreement, dated as of November 19, 1998 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), NEW ENGLAND-BAY STATE PRESS AND PRINTING, LTD., a Massachusetts corporation (the "Assignor"), has granted to CANADIAN IMPERIAL BANK OF COMMERCE, as agent for certain lenders, as Assignee (the "Assignee") a continuing security interest in, and a continuing lien upon, the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: AUGUST 7, 2000

Very truly yours,

**NEW ENGLAND-BAY STATE PRESS
AND PRINTING, LTD.,**
as Assignor

By 
Name: EVAN WILSTEIN
Title: SECRETARY

ACKNOWLEDGED BY:

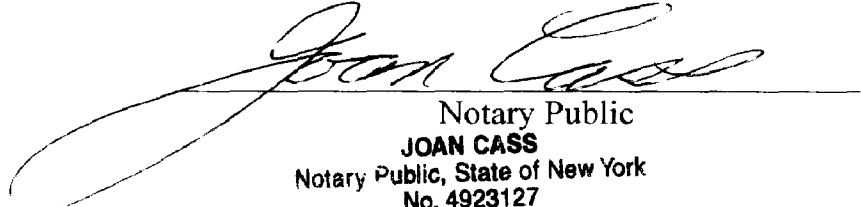
**CANADIAN IMPERIAL BANK
OF COMMERCE,**
as Assignee

By 
Name: **PATRICIA SCHAUPP**
Title: **EXECUTIVE DIRECTOR**
CIBC WORLD MARKETS CORP., AS AGENT

State of New York)
)ss.:
County of WESTCHESTER

On the 15th day of July in the year 2000, before me, the undersigned, personally appeared EVAN WILDESTEN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same and that by his signature on the instrument, the individual, or the entity upon behalf of which the individual acted, executed the instrument.

Seal


Notary Public
JOAN CASS
Notary Public, State of New York
No. 4923127
Qualified in Putnam County
Commission Expires March 14, 2002

TRADEMARKS

<u>Serial No. or Registration No.</u>	<u>Issue or File Date (Renewal Date, if Applicable)</u>	<u>Mark</u>
2,142,546	March 10, 1998	[Logo]

TRADEMARK LICENSES

<u>Serial No. or Registration No.</u>	<u>Owner</u>	<u>Issue or File Date (Renewal Date, If Applicable)</u>	<u>Mark</u>
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TRADEMARK APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Mark</u>
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