

12-26-2000



101562449

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

11-15-00



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

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

12/26/2000 GTON11 00000004 75525987

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 300.00 DP

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: 002199 FRAME: 0658

CONVEYANCE TYPE
(continued)

**Re-record to correct nature of conveyance from assignment
previously recorded at Reel 002067/Frame 0938 to Assignment
of Security Interest**

Attachment to Corrective Filing
to Reel 002067/Frame 0938
Pfungsten

TRADEMARK
REEL: 002199 FRAME: 0659

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)		
<input type="text" value="75525987"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,086,654"/>	<input type="text" value="1,288,990"/>	<input type="text" value="1,071,827"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,533,561"/>	<input type="text" value="1,206,459"/>	<input type="text" value="1,001,919"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,328,489"/>	<input type="text" value="1,118,420"/>	<input type="text" value="892,073"/>

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, Esq.

11/14/2000

Name of Person Signing

Signature

Date Signed

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

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)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

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"/>
<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"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="825,917"/>	<input type="text" value="642,661"/>	<input type="text" value="1,878,045"/>
<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"/>
<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"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

4-28-00

05-08-2000

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



101348969

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

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

Execution Date
Month Day Year

Name STATE STREET BANK AND TRUST COMPANY

10-1-99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other MASSACHUSETTS TRUST COMPANY
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name CITIZENS BANK OF MASSACHUSETTS

DBA/AKA/TA _____

Composed of _____

Address (line 1) 28 STATE STREET

Address (line 2) _____

Address (line 3) BOSTON MA 02109
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other MASSACHUSETTS 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.)

05/04/2000 DCOATES 00000308 75525987

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 300.00 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

TRADEMARK
REEL: 002199 FRAME: 0662

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

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)

75525987		

2086654	1288990	1071827
1533561	1206459	1001919
1328489	1118420	892073

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

Debra M. Feins

4/27/00

Name of Person Signing

Signature

Date Signed

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 STATE STREET BANK AND TRUST COMPANY

10-1-99

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other MASSACHUSETTS TRUST COMPANY

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name CITIZENS BANK OF MASSACHUSETTS

DBA/AKA/TA

Composed of

Address (line 1) 28 STATE STREET

Address (line 2)

Address (line 3) BOSTON MA 02109

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other Massachusetts 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 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)

Registration Number(s)

<u>825917</u>		
<u>642661</u>		
<u>1878045</u>		

Schedule 1

Security Document:

Conditional Assignment of Trademarks dated as of April 30, 1999 between Pfingsten Publishing, LLC, as Borrower, and State Street Bank and Trust Company, as Administrative Agent.

Assigned Registrations:

REGISTRATION NO.	MARK	REGISTRATION DATE
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 Applications:

SERIAL NO.	MARK	FILING DATE
75-525987	Publishing Concepts	July 27, 1998

**ASSIGNMENT OF NOTICE OF GRANT OF SECURITY INTEREST IN
TRADEMARKS**

WHEREAS, State Street Bank and Trust Company ("Assignor") holds certain rights in the trademarks and servicemarks identified in Schedule 1 hereto (collectively, the "Trademarks") pursuant to the security document identified in Schedule 1 hereto (the "Trademark Collateral") and the Notice of Grant of Security Interest in Trademarks executed pursuant thereto and recorded in the records of the Assignment Branch of the U.S. Patent & Trademark Office at Reel/Frame 001904/0553;

WHEREAS, effective October 1, 1999, Assignor transferred to Citizens Bank of Massachusetts ("Assignee") substantially all of Assignor's commercial loan portfolio, including the loan(s) secured in part by the Trademark Collateral;

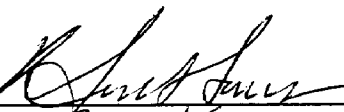
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns unto Assignee all of Assignor's right, title and interest under and pursuant to the Trademark Collateral, including without limitation the good will of the business symbolized by the Trademarks and all registrations, renewals and statements of use thereof.

Assignor hereby represents and warrants that it is the sole lawful owner of the rights transferred hereby and that it has good right to sell and transfer the same to Assignee.

IN WITNESS WHEREOF, this assignment has been executed by the duly authorized officer of Assignor to be effective as of the 1st day of October, 1999.

Assignor:

STATE STREET BANK AND
TRUST COMPANY

By: 
Its: VP and Counsel