

04-27-2001



101689720

418-01

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
- Change of Name
- Other

Effective Date  
Month Day Year  
3/28/01

1481591

Conveying Party

Mark if additional names of conveying parties attached

Name Kappa Publishing Group, Inc.

Execution Date  
Month Day Year  
3/28/01

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Citizens Bank of Massachusetts

DBA/AKA/TA

Composed of

Address (line 1) 53 State Street, 8th Floor

Address (line 2) Attn: Communications and Publishing Division

Address (line 3) Boston

MA

02109

- 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 a Massachusetts bank

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

04/26/2001 AAHMED1 00000339 1481591

01 FC:481  
02 FC:482

40.00 OP  
450.00 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: 002282 FRAME: 0291

**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"/>	<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="1,481,591"/>	<input type="text" value="1,327,623"/>	<input type="text" value="1,201,081"/>
<input type="text" value="2,105,996"/>	<input type="text" value="1,148,516"/>	<input type="text" value="1,146,958"/>
<input type="text" value="1,146,950"/>	<input type="text" value="1,146,955"/>	<input type="text" value="1,825,087"/>

**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.

4/16/2001

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  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)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**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)**

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<input type="text" value="1,146,948"/>	<input type="text" value="1,760,666"/>	<input type="text" value="1,148,517"/>
<input type="text" value="1,938,961"/>	<input type="text" value="1,146,949"/>	<input type="text" value="1,925,391"/>
<input type="text" value="1,146,953"/>	<input type="text" value="1,790,985"/>	<input type="text" value="1,918,840"/>
<input type="text" value="1,877,279"/>	<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 a Conditional Assignment of Trademarks dated November 27, 2000 between KAPPA PUBLISHING GROUP, INC., a Delaware corporation ("Kappa") and CITIZENS BANK OF MASSACHUSETTS, a Massachusetts bank (the "Bank") (as amended, restated or otherwise modified from time to time, the "Conditional Assignment"), Kappa has granted to the Bank, a continuing security interest in and conditional assignment of its now owned or hereafter acquired registered trademarks and service marks and trademarks and service marks for which applications to register, and in the case of "intent to use" applications for which verified statements of use, 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 re-issues, renewals and amendments thereof; all proceeds of infringement suits; the sole right to sue for past, present, future and threatened infringements of any of the foregoing; all rights corresponding to any of the foregoing throughout the world; and any royalties, licenses, fees, damages, 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 conditional assignment of all its right, title and interest in and to the goodwill of the business to which each of the Trademarks relates, to have and to hold until the Obligations have been paid and performed in full. The security interests granted herein are granted in conjunction with the security interests granted by Kappa to the Bank in the Collateral defined and described under the Security Documents referred to in the Conditional Assignment, 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 \_\_\_ day of March, 2001.

KAPPA PUBLISHING GROUP, INC.

CITIZENS BANK OF MASSACHUSETTS

By: William R. Mainwaring  
William R. Mainwaring  
President

By: \_\_\_\_\_  
Frank J. Grueter, III  
Senior Vice President

THE COMMONWEALTH OF MASSACHUSETTS  
SUFFOLK COUNTY

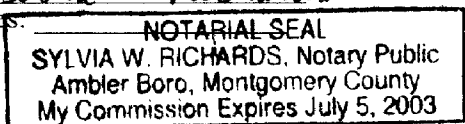
On this \_\_\_ day of March, 2001, before me personally appeared Frank J. Grueter, III, a Senior Vice President of CITIZENS BANK OF MASSACHUSETTS, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said Massachusetts 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 bank.

Notary Public: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF MONTGOMERY, SS

On this 20th day of March, 2001, before me personally appeared the above named William R. Mainwaring, President of KAPPA PUBLISHING GROUP, INC., 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 corporation, and acknowledged said instrument so executed to be his free act and the free act and deed of said corporation.

Notary Public: Sylvia W Richards  
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 28 day of March, 2001.

KAPPA PUBLISHING GROUP, INC.

CITIZENS BANK OF MASSACHUSETTS

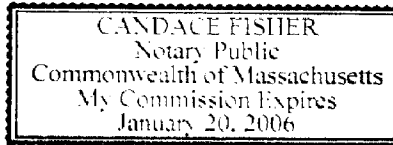
By: \_\_\_\_\_  
William R. Mainwaring  
President

By: Frank J. Grueter, III  
Frank J. Grueter, III  
Senior Vice President

THE COMMONWEALTH OF MASSACHUSETTS  
SUFFOLK COUNTY

On this 28 day of March, 2001, before me personally appeared Frank J. Grueter, III, a Senior Vice President of CITIZENS BANK OF MASSACHUSETTS, 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 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 bank.

Notary Public: Candace Fisher  
My commission expires: \_\_\_\_\_



COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF MONTGOMERY, SS

On this \_\_\_\_ day of March, 2001, before me personally appeared the above named William R. Mainwaring, President of KAPPA PUBLISHING GROUP, INC., 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 corporation, and acknowledged said instrument so executed to be his free act and the free act and deed of said corporation.

Notary Public: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

## EXHIBIT A

1. Registered Trademarks of Kappa Publishing Group, Inc. after the merger of Popular Magazine Group, Inc. therein:

<u>Trademark</u>	<u>Registration Number</u>
Daily Crosswords Quality Puzzles at an Old-Fashioned Price	1,481,591
Popular Crosswords	1,327,623
Popular Puzzles	1,201,081
Psychic World	2,105,996

2. Registered Trademarks of Kappa Publishing Group, Inc. after the merger of Games Publications, Inc. therein:

<u>Trademark</u>	<u>Registration Number</u>
Answer Drawer	1148516
Eureka	1146958
Eyeball Benders	1146950
Gamebits	1146955
Games	1825087
Mappit	1146948
Pencil Pointers	1760666
Pencilwise	1148517
Pencilwise Extra	1938961
Photocrime	1146949
The Magazine for Creative Minds at Play	1925391
The World's Most Ornery Crossword Puzzle	1146953
Wild Cards	1790985
World of Puzzles	1918840
World Puzzle Team Championship	1877279

April 16, 2001

U.S. Patent and Trademark Office  
Office of Public Records  
Attn: Customer Services Counter  
1213 Jefferson Davis Highway, 3<sup>rd</sup> Floor  
Arlington, VA 22202

APR 17 2001  
ASSISTANT ATTORNEY GENERAL  
RECORDS SECTION

RE: Recording of Notice of Security Interest in Trademarks  
Assignor: Kappa Publishing Group, Inc.  
Assignee: Citizens Bank of Massachusetts (as secured party)

Ladies and Gentlemen:

I enclose for recording the following document, along with two cover sheets and recording fees:

1. Notice of Security Interest in Trademarks granted by Kappa Publishing Group, Inc. to Citizens Bank of Massachusetts; and
2. Our firm check in the amount of \$490.00 constituting the recording fee therefor.

Thank-you.

Sincerely,



Debra M. Feins

Enclosures