

4/16/02

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



04-22-2002

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



102062216
COVER SHEET I

RECORD

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 Portal Publications, Ltd.

04 / 11 / 02

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 HSBC Bank USA, as Agent

DBA/AKA/TA _____

Composed of _____

Address (line 1) One HSBC Center

Address (line 2) Attn: Ted Oexle

Address (line 3) Buffalo New York 14203

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 Assignment.)
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization New York

04/19/2002 LNUELLER 00000198 2839194

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
475.00 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: 002488 FRAME: 0020

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)

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.

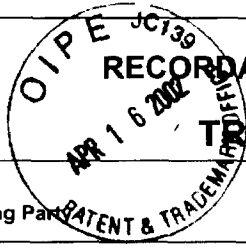
Christopher G. Dorman

4/12/02

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/AKATA

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

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Trademark Application Number(s)

Registration Number(s)

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|----------------------|----------------------|----------------------|
| 2,039,194 | 2,039,175 | 2,039,137 |
| 2,039,174 | 2,198,601 | 2,199,941 |
| 2,164,147 | 2,265,710 | 2,287,928 |
| 1,759,165 | 2,470,260 | <input type="text"/> |
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| <input type="text"/> | <input type="text"/> | <input type="text"/> |

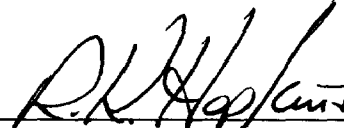


NOTICE OF SECURITY INTEREST

Notice is hereby given that **PORTAL PUBLICATIONS, LTD.**, a Delaware corporation, with its principal place of business located at 201 Alameda del Prado, Novato, California 94948 ("Debtor") has granted a security interest to **HSBC BANK USA**, as Agent with its principal place of business located at One HSBC Center, Buffalo, New York ("Agent"), in and to all of the trademarks listed on Schedule A and the applications, registrations and goodwill associated therewith, pursuant to an agreement between Debtor and Agent dated of even date herewith and as the same may be amended or supplemented from time to time.

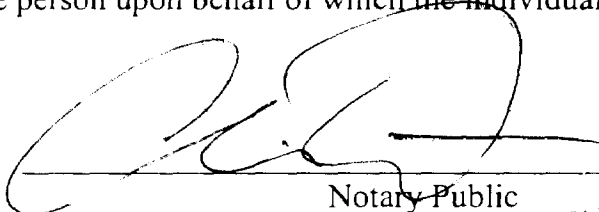
Dated: April 11, 2002

PORTAL PUBLICATIONS, LTD.

By: 
Name: **Robert K. Hopkins**
Title: **Vice Chairman**

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

On the 11th day of April in the year 2002, before me, the undersigned, personally appeared Robert K. Hopkins, 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 in his/her capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public
COMM. TO EXPIRE 03/31/2005
Notary Public for the State of New York
01500010000000000000000000000000
Comm. Expires 03/31/2005 **2005**

BFLO Doc # 1183458.3



SCHEDULE A

TO NOTICE OF SECURITY INTEREST IN TRADEMARKS

| <u>Trademark</u> | <u>Country/Registration Number</u> |
|--|------------------------------------|
| Devon Editions | U.S., # 1,598,530 |
| Streamers | U.S., # 2,244,114 |
| Mousers Calendars That Click | U.S., # 2,130,233 |
| Mousers | U.S., # 2,119,682 |
| Portal | U.S., # 2,217,322 |
| Portal | U.S., # 2,198,599 |
| Portal and "Heart in Oh with Black Border" design | U.S., #2,164,146 |
| Portal and "Flower in Oh with Black Border" design | U.S., #2,164,145 |
| Portal | U.S., #2,040,747 |
| Portal and "Heart in Oh" design | U.S., #2,039,194 |
| Portal and "Heart" design | U.S., #2,039,175 |
| Portal | U.S., #2,039,174 |
| Portal and "Heart" design | U.S., #2,039,137 |
| Portal Papers | U.S., # 2,198,601 |
| Portal Pads | U.S., # 2,199,941 |
| Lotus Design | U.S., # 2,164,147 |
| Sentimientos de Portal | U.S., # 2,265,710 |
| Cupcake | U.S., # 2,287,928 |
| Wolfsong | U.S., # 1,759,165 |
| The Smart Chart | U.S., # 2,470,260 |
| Portal | Mexico, Application Pending |
| Sentimientos de Portal | Mexico, Application Pending |
| Imaginex Collection | U.S., Application Pending |
| Occasions by Portal | U.S., Application Pending |

| | |
|-------------|----------------|
| Portal Mugs | Not registered |
| Winn Devon | Not registered |
| Quetography | Not registered |

Internet Domain Names:

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devonpublishinggroup.com
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