

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Kappa Publishing Group, Inc.

- Individual(s)
- General Partnership
- Corporation-State DE
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 12/30/03

2. Name and address of receiving party(ies)

Name: Citizens Bank of Massachusetts
Internal
Address: _____

Street Address: 28 State Street

City: Boston State: MA Zip: 02109

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Bank

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/551,703

B. Trademark Registration No.(s) 1925391;
2639426; 2712984; 2734029

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Christopher E. Kondracki

Internal Address: _____

Street Address: 2001 Jefferson Davis, Hwy.

Suite 505

City: Arlington State: VA Zip: 22202

6. Total number of applications and registrations involved: _____

5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-3545

DO NOT USE THIS SPACE

9. Signature.

Christopher E. Kondracki
Name of Person Signing


Signature

2/11/04
Date

6

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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 30th day of December, 2003.

KAPPA PUBLISHING GROUP, INC.

CITIZENS BANK OF MASSACHUSETTS

By: _____
William R. Mainwaring
Treasurer

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

THE COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY

On this 30th day of December, 2003, 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: Rita L. Schultheiss
My commission expires: _____
RITA L. SCHULTHEISS, Notary Public
My commission expires April 2, 2004

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF _____ SS

On this _____ day of December, 2003, before me personally appeared the above named William R. Mainwaring, Treasurer 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: _____

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 December, 2003.

KAPPA PUBLISHING GROUP, INC.

CITIZENS BANK OF MASSACHUSETTS

By: William R. Mainwaring
William R. Mainwaring
Treasurer

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

THE COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY

On this _____ day of December, 2003, 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 30th day of December, 2003, before me personally appeared the above named William R. Mainwaring, Treasurer 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: 7/5/07

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
SYLVIA W. RICHARDS, Notary Public
Ambler Borop., Montgomery County
My Commission Expires July 5, 2007

EXHIBIT A

Mark	Registration No.	Registration Date
THE MAGAZINE FOR CREATIVE MINDS AT PLAY	1,925,391	10/10/95
ANOTHER FINE K KAPPA PUBLICATION & Design	76/551,703 ¹	9/25/03 ²
EBB	2,639,426	02/22/02
HARLE	2,712,984	05/06/03
HARLE HARLE FOR THE FINEST IN PUZZLES SINCE 1936 & Design	2,734,029	07/08/03

808919.3

¹Application Number

²Application Date