



01-16-2004

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

Form PTO-1594  
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To the Honorable Commissioner of Patents and Trademarks 102648295 and original documents or copy thereof.

1. Name of conveying party(ies):

1-13-04  
CITICORP USA, INC. (Citicorp USA, Inc. on Security Interest Reel/Frame 2333/742 due to)

- Individual(s) typographical error  Association
- General Partnership  Limited Partnership
- Corporation-State (Delaware)
- Other \_\_\_\_\_

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

3. Nature of conveyance:

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

Execution Date: 01/12/2004

2. Name and address of receiving party(ies)

Name: PAXSON COMMUNICATIONS CORPORATION

Internal

Address: \_\_\_\_\_

Street Address: 601 Clearwater Park Road

City: West Palm Beach State: FL Zip: 33401

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State DELAWARE
- Other \_\_\_\_\_

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) \_\_\_\_\_  
See Attached Schedule I

B. Trademark Registration No.(s) \_\_\_\_\_  
See Attached Schedule I

Additional number(s) attached  Yes  No

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

Name: Thomas W. Brooke, Esq.

Internal Address: Holland & Knight LLP

Street Address: 2099 Pennsylvania Avenue, NW  
Suite 100

City: Washington State: DC Zip: 20006

6. Total number of applications and registrations involved: \_\_\_\_\_

**84**

7. Total fee (37 CFR 3.41).....\$ 2,115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

**DO NOT USE THIS SPACE**

9. Signature.

Thomas W. Brooke

Name of Person Signing

Signature

January 13, 2004

Date

Total number of pages including cover sheet, attachments, and document: **12**

01/15/2004 LMUELLER 00000177 2451421

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

01 FC:8521  
02 FC:8522

40.00 OP  
2075.00 OP

**TRADEMARK**  
**REEL: 002900 FRAME: 0718**

## **Additional Receiving Parties**

Name: Paxson Productions, Inc.  
Street Address: 601 Clearwater Park Road  
City/State/Zip: West Palm Beach, FL 33401  
Entity: Florida Corporation

Name: Paxson Communications Television, Inc.  
Street Address: 601 Clearwater Park Road  
City/State/Zip: West Palm Beach, FL 33401  
Entity: Florida Corporation

**SCHEDULE I  
TO TRADEMARK SECURITY AGREEMENT**

**TRADEMARK REGISTRATIONS**

**A. REGISTERED TRADEMARKS**

Mark	Reg. No. or Serial No.	Reg. Date or Filing Date	Patent & Trademark Office Status	Description of Goods/Services	Registered Holder
<b>A FRIEND OF THE FAMILY (IC 38)</b>	2,451,421	05-15-01	Registered. Next action will be filing of the Affidavit of use between May 15, 2006 and May 15, 2007.	television network broadcasting services.	Paxson Communications Corporation
<b>CLUB PAX (IC 35)</b>	2,313,909	02-01-00	Registered. Next action will be filing of the Affidavit of Use between February 1, 2005 and February 1, 2006.	online retail store services in the field of general merchandise.	Paxson Communications Corporation
<b>CLUB PAX and DESIGN (IC 42)</b>	2,313,954	02-01-00	Registered. Next action will be filing of the Affidavit of Use between February 1, 2005 and February 1, 2006.	online retail store services in the field of general merchandise.	Paxson Communications Corporation
<b>FAMILY VIEW (IC 16)</b>	2,370,358	07-25-00	Registered. Next action will be filing of the Affidavit of Use between July 25, 2005 and July 25, 2006.	publication, namely, a television entertainment guide.	Paxson Communications Corporation
<b>PAX MALL (IC 35)</b>	2,328,582	03-14-00	Registered. Next action will be filing of the Affidavit of Use between March 14, 2005 and March 14, 2006.	online retail store services in the field of general merchandise.	Paxson Communications Corporation
<b>PAX MALL and DESIGN (IC 42)</b>	2,365,862	07-11-00	Registered. Next action will be filing of the Affidavit of Use between July 11, 2005 and July 11, 2006.	online retail store services in the field of general merchandise.	Paxson Communications Corporation
<b>PAXTV PAXTV.COM and DESIGN (IC 41)</b>	2,331,654	03-21-00	Registered. Next action will be filing of the Affidavit of Use between July 11, 2005 and July 11, 2006.	providing information in the field of television entertainment.	Paxson Communications Corporation
<b>PAX TV (IC 25)</b>	2,388,419	09-19-00	Registered. Next Action will be filing of Affidavit of Use between September 19, 2005 and September 19, 2006.	clothing, namely, shirts and hats.	Paxson Communications Corporation

Mark	Reg. No. or Serial No.	Reg. Date or Filing Date	Patent & Trademark Office Status	Description of Goods/Services	Registered Holder
SHARE IT WITH SOMEONE YOU LOVE (IC 38)	2,324,990	02-29-00	Registered. Next action will be filing of Affidavit of Use between February 28, 2005 and February 28, 2006.	television broadcasting services.	Paxson Communications Corporation
HOPE ISLAND	2,446,908	4-24-01	Intent to Use application filed 3-1-99; Registered 4-24-01; Certificate of Registration received 5-21-01	Entertainment services in the nature of an ongoing television series.	Paxson Communications Corporation
IT'S A MIRACLE	2,285,386	10-12-99	Registered 10-12-99; (purchased from Questar, Inc.); Assignment filed 2-15-00; Assignment Recorded 2-08-00	Entertainment in the nature of a television program series.	Paxson Communications Corporation
PAX	1,902,624	7-4-95	Registered 7-4-95 by Interpax Mail Order Services BV; Assigned 11-25-98; Assignment recorded 1-12-99; Notice of Recordation received 10-26-99	Non-monetary coins of precious metal and medallions.	Paxson Communications Corporation
PAXWAY	654,390	5-19-01	Registered 5-19-01; Renewal due 10-25-09	Online retail store services.	Paxson Communications Corporation

#### B. TRADEMARK APPLICATIONS

Mark	Reg. No. or Serial No.	Reg. Date or Filing Date	Patent & Trademark Office Status	Description of Goods/Services	Applicant
PAX (IC 38)	75/541,040	08-21-98	Further action on this application has been suspended as of November 1, 2000.	television broadcasting services.	Paxson Communications Corporation
PAX and DESIGN (w/color) (IC 38)	75/541,041	08-21-98	Further action on this application has been suspended as of November 1, 2000.	television broadcasting services.	Paxson Communications Corporation
PAX and DESIGN (w/o color) (IC 38)	75/541,038	08-21-98	Further action on this application has been suspended as of June 30, 2000.	television broadcasting services.	Paxson Communications Corporation
PAX (Stylized) (IC 38)	75/540,227	08-21-98	Further action on this application has been suspended as of November 1, 2000.	television broadcasting services.	Paxson Communications Corporation
PAX ON EARTH (IC 38)	75/640,690	02-12-99	2nd Extension of time to file Statement of Use was filed March 9, 2001. 3rd Extension is due by September 21, 2001.	television broadcasting services.	Paxson Communications Corporation
PAX TV (Stylized) (IC 38)	75/540,226	08-21-98	Further action on this application has been suspended as of November 1, 2000.	television broadcasting services.	Paxson Communications Corporation

Mark	Reg. No. or Serial No.	Reg. Date or Filing Date	Patent & Trademark Office Status	Description of Goods/Services	Applicant
PAX TV (Stylized) (w/color) (IC 38)	75/541,039	08-21-98	Further action on this application has been suspended as of June 30, 2000.	television broadcasting services.	Paxson Communications Corporation
PAX TV and DESIGN (w/color) (IC 38)	75/549,093	09-04-98	Further action on this application has been suspended as of June 30, 2000.	television broadcasting services.	Paxson Communications Corporation
PAX NET (IC 38)	75/384,430	11-04-97	4th Extension of Time filed March 2 2001. 5th Extension or Statement of Use due by September 2, 2001.	television broadcasting services.	Paxson Communications Corporation
PAX NET and DESIGN (IC 38)	75/384,429	11-04-97	4th Extension of Time filed March 2, 2001. 5th Extension or Statement of Use due by September 2, 2001.	television broadcasting services.	Paxson Communications Corporation
PAX NET and DESIGN (w/color) (IC 38)	75/414,136	01-06-98	Further action on this application has been suspended as of November 1, 2000.	television broadcasting services.	Paxson Communications Corporation
PAX NET and DESIGN (w/color)(w/clouds) (IC 38)	75/423,744	01-28-98	Further action on this application has been suspended as of November 1, 2000.	television broadcasting services.	Paxson Communications Corporation
PAX NET and DESIGN (w/o color, w/clouds) (IC 38)	75/429,778	02-06-98	Further action on this application has been suspended as of June 30, 2000.	television broadcasting services.	Paxson Communications Corporation
PAX PEOPLE TV (41)	75/651,909	03-03-99	1st Extension of Time filed March 22, 2001. 2nd Extension of Time or Statement of Use due by October 10, 2001.	entertainment services, namely, a televised program offering a variety of goods that can be purchased by viewers.	Paxson Communications Corporation
PAX TV (IC 38)	75/536,230	08-13-98	Further action on this application has been suspended as of June 30, 2000.	television broadcasting services.	Paxson Communications Corporation
PAX TV (IC 18)	75/536,228	08-13-98	3rd Extension of Time filed March 14, 2001. 4th Extension of Time or Statement of Use due by September 14, 2001.	all purpose sport bags, tote bags, duffel bags and luggage.	Paxson Communications Corporation
PAX TV (IC 14)	75/536,231	08-13-98	3rd Extension of Time filed by March 14, 2001. 4th Extension of Time or Statement of Use due by September 14, 2001.	watches, watchbands, clocks.	Paxson Communications Corporation

Mark	Reg. No. or Serial No.	Reg. Date or Filing Date	Patent & Trademark Office Status	Description of Goods/Services	Applicant
PX (IC 42)	75/609,532	12-21-98	Abandoned	online retail store services.	Paxson Communications Corporation
AGAINST THE WALL	76/261,869	5-25-01	Filing receipt received 6-6-01	Standard*	Paxson Productions, Inc.
BREAKFAST WITH DICK AND DOROTHY	76/241,871	ITU 4-18-01	Office Action dated 6-28-01; Response due 12-28-01	Standard*	Paxson Productions, Inc.
CALLING ALL ANGELS	76/172,334	ITU 11-28-00	Office Action dated 3-28-01; Response due 9-28-01	Standard*	Paxson Productions, Inc.
DOC	76/049,827	ITU 10-15-99	Office Action dated 12-21-00; Filed amendment 6-20-01	Standard*	Paxson Productions, Inc.
DOC	001916527	Community Trade Mark application (Europe) 10-23-00	Priority date of 6-16-00; Community Trade Mark application (Europe) filing confirmation reported received 11-09-00	Standard*	Paxson Productions, Inc.

Mark	Reg. No. or Serial No.	Reg. Date or Filing Date	Patent & Trademark Office Status	Description of Goods/Services	Applicant
THE DOT FAMILY	76/165,709	ITU 11-15-00	Office Action dated 4-11-01; Response due 10-11-01	Prerecorded audio and videotapes, compact discs and records; publications, merchandise, souvenirs; wearing apparel; retail store services, online retail store services, internet services, filtered internet access services, email service, internet data and voice telephony; telecommunication services.	Paxson Productions, Inc.
THE DOT FAMILY and Design	76/165,715	ITU 11-15-00	Office Action dated 4-11-01; Response due 10-11-01	Prerecorded audio and videotapes, compact discs and records; publications, merchandise, souvenirs; wearing apparel; retail store services, online retail store services, internet services, filtered internet access services, email service, internet data and voice telephony; telecommunication services.	Paxson Productions, Inc.

Mark	Reg. No. or Serial No.	Reg. Date or Filing Date	Patent & Trademark Office Status	Description of Goods/Services	Applicant
ENCOUNTERS WITH THE UNEXPLAINED	76/029,500	ITU 4-19-00	Office Action dated 11-8-00; Response filed 5-08-01	Standard*	Paxson Productions, Inc.
FAMILIES MATTER	76/191,214	ITU 1-08-01	Office Action dated 4-20-01; Response due 10-20-01	Standard*	Paxson Communications Television, Inc.
FORBIDDEN SECRETS	76/255,063	ITU 5-10-01		Standard*	Paxson Productions, Inc.
HAPPY WIFE, HAPPY LIFE	76/270,624	ITU 6-12-01	Filing receipt received 6-25-01	Standard*	Paxson Productions, Inc.
HOPE ISLAND	75/721,787	ITU 6-4-99	Notice of Allowance dated 3-27-01; Statement of Use due 9-27-01	Standard*	Paxson Productions, Inc.
I SURVIVED	76/200,151	ITU 1-26-01	Filing Receipt received 2-14-01; Office Action dated 5-11-01; Response due 11-11-01	Standard*	Paxson Productions, Inc.
ISABELLA ROCKS	76/243,106	ITU 4-19-01	Post card with serial number received 4-30-01	Standard*	Paxson Productions, Inc.
IT'S A MIRACLE	76/151,974	ITU 10-23-00	Office Action dated 4-17-01; Response due 10-17-01	Standard*	Paxson Productions, Inc.
IT'S A MIRACLE	001963883	Community Trade Mark application (Europe) 11-21-00	Office Action response due 6-9-01; Response filed 6-07-01	Standard*	Paxson Productions, Inc.
IT'S A MIRACLE and Design	76/151,973	ITU 10-23-00	Office Action dated 4-17-01; Response due 10-17-01	Standard*	Paxson Productions, Inc.
IT'S A MIRACLE and Design	002177871	Community Trade Mark application (Europe) 4-17-01	Response due 8-11-01; Response reported filed 6-29-01	Standard*	Paxson Productions, Inc.
JUST IN TIME	76/237,257	ITU 4-9-01	Office Action. dated 6-20-01; Response due 12-20-01	Standard*	Paxson Productions, Inc.
MEDICAL MIRACLES	76/103,733	ITU 8-7-00	Office Action dated 2-15-01; Response due 8-15-01.	Standard*	Paxson Productions, Inc.
THE MIRACLE OF THE CARDS	76/215,443	ITU 2-23-01	Filing Receipt received 3-20-01	Standard*	Paxson Productions, Inc.
MIRACLE PETS	76/104,036	ITU 8-7-00	Office Action dated 2-15-01; Filed Amendment 6-19-01.	Standard*	Paxson Productions, Inc.
MURRAY McGUIRE	76/242,739	ITU 4-18-01	Office Action dated 6-25-01; Response due 12-25-01	Standard*	Paxson Productions, Inc.
MYSTERIOUS WAYS	76/002,617	ITU 3-17-00	Filed Amend 11-20-00; Notice of Pub. Dated 4-04-01; To publish 4-17-01	Standard*	Paxson Productions, Inc.
NARROW ESCAPES	76/274,691	ITU 6-21-01	Post card with serial number received 6-28-01	Standard*	Paxson Productions, Inc.
THE NICK OF TIME	76/237,258	ITU 4-9-01	Post card with serial number received 4-13-01	Standard*	Paxson Productions, Inc.



Mark	Reg. No. or Serial No.	Reg. Date or Filing Date	Patent & Trademark Office Status	Description of Goods/Services	Applicant
THE NUMBER ONE FAMILY NETWORK	75/241,058	ITU 4-13-01	Filing Receipt received 4-30-01	Standard*	Paxson Communications Television, Inc.
OH YOU ANIMAL	76/068,208	ITU 6-12-00	Office Action dated 1-11-01; Resp due 7-11-01. No Action per client	Standard*	Paxson Productions, Inc.
OUTRAGEOUS RESCUES	76/103,872	ITU 8-7-00	Office Action dated 2-15-01; Amendment filed 5-2-01	Standard*	Paxson Productions, Inc.
PAX FAMILY HEALTH	75/719,153	ITU 6-1-99	Office Action dated 2-12-01; Filed response 3-27-01	Merchandise, souvenirs, wearing apparel; retail store services; online retail store services via television.	Paxson Productions, Inc.
PAX FAMILY HEALTH	75/716,820	ITU 5-28-99	Office Action dated 3-28-00; Filed Amendment 9-27-00; Office Action dated 11-06-00; Response due 5-06-01; Filed Amendment. 5-07-01 (5-06 fell on Sunday)	Standard*	Paxson Productions, Inc.
PAX SPORTS	75/923,294	ITU 2-18-00	Office Action dated 2-13-01; Response due 8-13-01	Standard*	Paxson Productions, Inc.
PAX SPORTS and Design	75/923,293	ITU 2-18-00	Office Action dated 2-13-01; Response due 8-13-01	Standard*	Paxson Productions, Inc.
PAX TV - THE NUMBER ONE FAMILY NETWORK	76/241,057	ITU 4-13-01	Filing Receipt received 4-30-01	Standard*	Paxson Communications Television, Inc.
PAXWAY	75/678,498	ITU 04-09-99	Statement of Use filed 2-13-01 & Extension of Time to file due 8-22-01	Online retail store services.	Paxson Communications Corporation
PAXWAY	1032034	Canada 10-12-99	Office Action dated 1-3-01 requesting the filing of certified copies of U.S. registrations in support of registration in Canada; Resp due 5-3-01; Filed Req. Extension of Time 3-12-01; Response due by 11-03-01	Online retail store services.	Paxson Communications Corporation

Mark	Reg. No. or Serial No.	Reg. Date or Filing Date	Patent & Trademark Office Status	Description of Goods/Services	Applicant
PAXWAY	76/003,861	ITU 3-20-00	No FF 8-22-00; Office Action dated 10-30-00; Filed amendment 4-30-01.	Filtered internet access services, email services, internet data and voice telephony, telecommunication services.	Paxson Communications Corporation
PAXWAY.COM	75/679,123	ITU 4-09-99	Not of Allow dated 11-14-00; Statement of Use due 5-14-01; Filed Req. Extension of Time 5-14-01; Statement of Use due 11-14-01	Online retail store services.	Paxson Communications Corporation
PAXWAY.COM	1032035	Canada 10-12-99	Office Action dated 1-3-01 requesting the filing of certified copies of U.S. registrations in support of registration in Canada; Resp due 5-3-01; Filed Req. Extension of Time 3-12-01; Resp. due 11-03-01	Online retail store services.	Paxson Communications Corporation
PAXWAY.COM	396407	Mexico 10-25-99	Certified copy of U.S. Application filed 3-17-00; Power of Attorney due 4-14-00; Power of Attorney filed 3-29-00.	Online retail store services.	Paxson Communications Corporation
THE PONDEROSA	76/220,056	ITU 3-6-01	Office Action dated 6-14-01; Response due 12-14-01	Standard*	Paxson Productions, Inc.
THE POWER OF ONE	76/195,315	ITU 1-17-01	Office Action dated 6-18-01; Response due 12-18-01. No Foreign Filing per client.	Entertainment in the nature of television network services.	Paxson Productions, Inc.
RIGHT AT HOME	75/934,088	ITU 3-3-00	Final Office Action dated 5-15-01; Response due 11-15-01	Standard*	Paxson Productions, Inc.
SHARE THE WONDER	76/054,409	ITU 5-22-00	Office Action dated 12-11-00; Filed Amendment 4-25-01	Standard*	LJ Entertainment, Inc. (on behalf of Paxson Productions, Inc.)
TIYH	75/756,450	ITU 7-21-99	Notice of Allowance dated 12-19-00; Statement of Use due 6-19-01; No action per client	Standard*	Paxson Productions, Inc.

# RELEASE OF TRADEMARK SECURITY AGREEMENT

Citicorp USA, Inc., as agent for the Secured Parties (in such capacity, the "Administrative Agent"), hereby releases its lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of Paxson Communications Corporation, Paxson Productions, Inc., and Paxson Communications Television, Inc. ("Grantors") as created by the Trademark Security Agreement executed by the Grantors in favor of the Administrative Agent recorded with the United States Patent and Trademark Office on July 17, 2001, in Reel/Frame 002333/0742:

(a) all of its Trademarks and Trademark Licenses to which it is a party, including those referred to on Schedule I hereto;

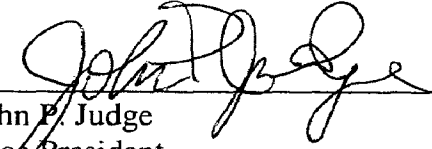
(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark Licensee; and

(d) all proceeds of the foregoing, including any claim by Grantors against third parties for past, present, future infringement or dilution of any Trademark or Trademark licensed under any Trademark License.

Dated: January 12, 2004

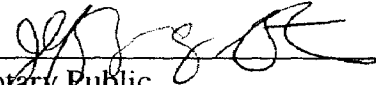
CITICORP USA, INC.,  
as Administrative Agent

By:   
Name: John P. Judge  
Title: Vice President

## NOTARIAL ACKNOWLEDGMENT

STATE OF NEW YORK     )  
  ) ss.  
COUNTY OF NEW YORK    )

On January 12, 2004, before me personally appeared John Judge, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity as an officer of Citicorp, USA, Inc., and that by his/her signature on the instrument was signed as a free act and deed of said corporation.

  
Notary Public  
[seal/stamp]

JEFFREY STERN  
Notary Public State of New York  
No. 01ST5083864  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires August 25, 2005

# 1506239\_v1

**TRADEMARK**

**RECORDED: 01/13/2004**

**REEL: 002900 FRAME: 0728**