

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------------|----------|----------------|-----------------------|
| American Color Graphics, Inc. | | 05/06/2005 | CORPORATION: NEW YORK |

RECEIVING PARTY DATA

| | |
|--------------------------|--|
| Name: | Bank of America, N.A., as Administrative Agent |
| Street Address: | 1455 Market Street |
| Internal Address: | 5th Floor |
| City: | San Francisco |
| State/Country: | CALIFORNIA |
| Postal Code: | 94103 |
| Entity Type: | national banking association: UNITED STATES |

PROPERTY NUMBERS Total: 13

| Property Type | Number | Word Mark |
|----------------------|----------|---------------|
| Registration Number: | 2942547 | COLORLOCK |
| Registration Number: | 2829435 | TWISTER |
| Registration Number: | 2796940 | ACOMS |
| Registration Number: | 2793990 | EVENTMGR |
| Registration Number: | 1490533 | COLOR-SAT |
| Serial Number: | 76444244 | ACOMS |
| Serial Number: | 76444242 | COLORVUE |
| Serial Number: | 76444241 | COLORSTOR |
| Serial Number: | 76444240 | ACOMS |
| Serial Number: | 76444239 | ACOMS |
| Serial Number: | 76434897 | PAGESCRIPT XT |
| Serial Number: | 76434846 | COLORSPACE |
| Serial Number: | 76434842 | COLORRIGHT |

OP \$340.00 2942547

CORRESPONDENCE DATA

Fax Number: (919)416-8339

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 919 286-8049

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27650

| | |
|--------------------|--------------------|
| NAME OF SUBMITTER: | Charles L. Evans |
| Signature: | /Charles L. Evans/ |
| Date: | 05/18/2005 |

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security and Pledge Agreement dated as of May 6, 2005 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

| <u>Trademark No.</u> | Description of Trademark <u>Item</u> | Date of <u>Trademark</u> |
|----------------------|---|-----------------------------|
| | See Schedule A attached hereto. | |

TRADEMARK APPLICATIONS

| <u>Trademark Applications No.</u> | Description of Trademark <u>Applied For</u> | Date of Trademark <u>Applications</u> |
|---------------------------------------|--|--|
| | See Schedule A attached hereto. | |

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AMERICAN COLOR GRAPHICS, INC.

By: _____



Name: Patrick W. Kellick

Title: Senior Vice President and Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____

Name: _____

Title: _____

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

AMERICAN COLOR GRAPHICS, INC.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:  _____
Name: Charles Graber
Title: Vice President

**American Color Graphics, Inc.
(New York Corporation)**

U.S. Trademarks

Registered Marks

| Mark | Registration No. | Registration Date |
|-----------|---------------------|----------------------|
| COLORLOCK | 2942547 | 4/19/05 |
| TWISTER | 2829435 | 4/6/04 |
| ACOMS | 2796940 | 12/26/03 |
| EVENTMGR | 2793990 | 12/16/03 |
| COLOR-SAT | 1490533 | 5/31/88 |

Pending Applications

| Mark | Application No. | Filing Date |
|---------------|--------------------|-------------|
| ACOMS | 76444244 | 8/26/02 |
| COLORVUE | 76444242 | 8/26/02 |
| COLORSTOR | 76444241 | 8/26/02 |
| ACOMS | 76444240 | 8/26/02 |
| ACOMS | 76444239 | 8/26/02 |
| PAGESCRIPT XT | 76434897 | 7/26/02 |
| COLORSPACE | 76434846 | 7/26/02 |
| COLORRIGHT | 76434842 | 7/26/02 |