TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	First Lien Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
F&W Publishing, Inc.	FORMERLY New Publishing Acquisition, Inc.	09/01/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	P.O. Box 2558
City:	Houston
State/Country:	TEXAS
Postal Code:	77252
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 54

Property Type	Number	Word Mark
Registration Number:	2716472	A CUP OF COMFORT
Registration Number:	2499895	ADAMS MEDIA CORPORATION
Registration Number:	1792532	ANNUAL DESIGN REVIEW
Registration Number:	1342534	THE ARTIST'S MAGAZINE
Serial Number:	78647156	COLLECT.COM
Registration Number:	2794279	COUNTRY'S BEST LOG HOMES
Registration Number:	2045210	COUNTRY'S BEST LOG HOMES
Registration Number:	1574828	DECORATIVE ARTIST'S WORKBOOK
Registration Number:	2063316	EVERYTHING
Registration Number:	2379837	EVERYTHING
Registration Number:	2697705	EVERYTHING.COM
Registration Number:	2347895	FAMILY TREE MAGAZINE
Serial Number:	78655811	FAMILY TREE MAGAZINE

OP $1365.00 2716472

Registration Number:	2592313	FASTREAD
Registration Number:	2869695	HORTICULTURE
Registration Number:	1602172	HOW
Registration Number:	1675861	ID
Registration Number:	1854601	INTERNATIONAL DESIGN
Registration Number:	2962006	LOG HOME & TIMBER FRAME EXPO
Registration Number:	2966252	LOG HOME & TIMBER FRAME EXPO
Registration Number:	2385742	LOG HOMES ILLUSTRATED
Registration Number:	1906897	LOG HOMES ILLUSTRATED
Registration Number:	1912850	LOG HOMES ILLUSTRATED A COMPLETE CONSUMER GUIDE
Registration Number:	2352428	NEW DIVER
Registration Number:	949365	NORTH LIGHT
Registration Number:	2922827	PASTEL 100
Registration Number:	2941664	PASTEL JOURNAL
Registration Number:	2962188	PASTEL JOURNEYS
Registration Number:	2418309	PHOTO KALEIDOSCOPES
Registration Number:	1109995	PHOTOGRAPHER'S MARKET
Registration Number:	1764441	POET'S MARKET
Registration Number:	1743129	POPULAR WOODWORKING
Registration Number:	2860386	POPULAR WOODWORKING
Registration Number:	2790966	PRINT
Registration Number:	2447396	RODALE'S SCUBA DIVING
Registration Number:	1759846	RODALE'S SCUBA DIVING
Registration Number:	2819160	THE SCRAP BOOK CLUB
Serial Number:	78440239	SCUBA DIVING
Registration Number:	2643583	SCUBA LAB
Registration Number:	2458750	SCUBADIVING.COM
Registration Number:	2377073	SKIN DIVER
Registration Number:	1179065	SONGWRITER'S MARKET
Registration Number:	2417399	STREETWISE
Registration Number:	2316711	THE FIRST SOURCE FOR SCRAPBOOK IDEAS
Registration Number:	2207338	THE HEART OF CREATIVE SCRAPBOOKING
Registration Number:	2970730	THE MAGAZINE DIVERS TRUST
Registration Number:	2360961	TIMBER HOMES ILLUSTRATED

Registration Number:	1341764	UNDERWATER U.S.A.
Registration Number:	2972364	WATERCOLOR MAGIC
Registration Number:	2771437	WINDY CITY ANTIQUE SHOW CHICAGO
Registration Number:	892058	WRITER'S DIGEST
Registration Number:	1114093	WRITER'S MARKET
Registration Number:	1229696	WRITER'S YEARBOOK
Registration Number:	2087043	MEMORY MAKERS

CORRESPONDENCE DATA

Fax Number: (212)455-2502

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

Phone: (212) 455-7698

Email: ksolomon@stblaw.com

Correspondent Name: Mark Solomon, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1137
NAME OF SUBMITTER:	Mark Solomon
Signature:	/ms/
Date:	10/10/2005

Total Attachments: 11

source=FWPJP_TS#page1.tif
source=FWPJP_TS#page2.tif
source=FWPJP_TS#page3.tif
source=FWPJP_TS#page4.tif
source=FWPJP_TS#page5.tif
source=FWPJP_TS#page6.tif
source=FWPJP_TS#page7.tif
source=FWPJP_TS#page8.tif
source=FWPJP_TS#page9.tif
source=FWPJP_TS#page10.tif
source=FWPJP_TS#page11.tif

GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), dated as of September 1, 2005 is made by F&W Publishing, Inc. (formerly known as New Publishing Acquisition, Inc.), a Delaware corporation, (the "Grantor"), in favor of JPMorgan Chase Bank, N.A., a national banking association, as administrative agent (the "Administrative Agent") and the banks and other financial institutions or entities (the "Lenders") from time to time parties to the Credit Agreement, dated as of August 5, 2005 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among New Publishing Holdings, LLC ("Holdings"), Grantor, the Lenders and the Administrative Agent.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Grantor upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Grantor has executed and delivered a Guarantee and Collateral Agreement, dated as of August 5, 2005, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, Grantor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing first lien security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, Grantor has duly authorized the execution, delivery and performance of this Agreement.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Grantor pursuant to the Credit Agreement, Grantor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. Grantor hereby pledges and grants a continuing first lien security interest in all of Grantor's right, title and interest in, to and under the Trademarks (including, without limitation, those items listed on Schedule A hereto) (collectively, the "Collateral"), to the Agent for the benefit of the Agent and the Lenders to secure payment, performance and observance of the Obligations; provided that, applications in the United States Patent and Trademark Office to register trademarks or service marks on the basis of any Grantor's "intent to use" such trademarks or service marks will not be deemed to be Collateral unless and until a "Statement of Use" or "Amendment to Allege Use" has been filed and accepted in the United States Patent and Trademark Office, whereupon such application shall be automatically subject to the security interest granted herein and deemed to be included in the Collateral.

SECTION 3. Purpose. This Agreement has been executed and delivered by Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Guarantee and Collateral Agreement, the terms of the Guarantee and Collateral Agreement shall govern.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

F&W PUBLISHING, INC.

By: _____
Name: Mark Arneth
Title: CFO

JPMORGAN CHASE BANK, N.A.
as Administrative Agent for the Lenders

By: _____
Name:
Title:

509265-1137-10853-NY03.2458687.1

ACKNOWLEDGMENT OF GRANTOR

STATE OF)
) ss
COUNTY OF)

On the 2 day of September 2005, before me personally came Mark Arnett, who is personally known to me to be the CFO of F&W Publishing, Inc., a Delaware corporation; who, being duly sworn, did depose and say that she/he is the CFO in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

Barbara Klus
Notary Public

BARBARA KLUS
Notary Public, State of Ohio
My Commission Expires 04-28-09

(PLACE STAMP AND SEAL ABOVE)

509265-1137-10853-NY03.2458687.1

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

F&W PUBLISHING, INC.

By:_____
Name:
Title:

JPMORGAN CHASE BANK, N.A.
as Administrative Agent for the Lenders

By:_____
Name:
Title: Robert Anastasio
Vice President

509265-1137-10853-NY03.2458687.1

ACKNOWLEDGMENT OF ADMINISTRATIVE AGENT

STATE OF New York)
) ss
COUNTY OF New York)

On the 2nd day of September, 2005, before me personally came Robert Anastasio, who is personally known to me to be the Vice President of JPMorgan Chase Bank, N.A., a national banking association; who, being duly sworn, did depose and say that she/he is the Vice President in such association, the association described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such association; and that she/he acknowledged said instrument to be the free act and deed of said association.

Notary Public

ELSA V. GRIFFITH
Notary Public, State of New York
No. 01GR4938119
Qualified in Kings County
Commission Expires March 30, 2007

(PLACE STAMP AND SEAL ABOVE)

509265-1137-10853-NY03.2458687.1

SCHEDULE A

U.S. TRADEMARK APPLICATIONS AND REGISTRATIONS

Mark	Status	Serial No./ Registration No.	Date Filed	Registration Date	Owner
A CUP OF COMFORT	Registered	SN#76329463 REG # 2,716,472	October 24, 2001	October 24, 2001	F+W Publications Inc.
ADAMS MEDIA CORPORATION	Registered	SN#76023650 REG # 2,499,895	April 12, 2000	October 23, 2001	F+W Publications Inc.
ANNUAL DESIGN REVIEW	Registered	SN #74-138,291 REG # 1,792,532	February 11, 1991	September 14, 1993	F+W Publications Inc.
ARTIST'S MAGAZINE, THE	Registered	SN #73-461,271 REG # 1,342,534	January 16, 1984	June 18, 1985	F+W Publications Inc.
COLLECT.COM	Pending	SN #78647156	June 9, 2005		F+W Publications Inc.
COUNTRY'S BEST LOG HOMES	Registered	SN #76482160 REG # 2,794,279	January 14, 2003	December 16, 2003	F+W Publications Inc.
COUNTRY'S BEST LOG HOMES	Registered	SN #75040584 REG # 2,045,210	January 5, 1996	March 11, 1997	F+W Publications Inc.
DECORATIVE ARTIST'S WORKBOOK	Registered	SN #73-756,749 REG # 1,574,828	October 11, 1998	January 2, 1990	F+W Publications Inc.
EVERYTHING	Registered	SN #75123725 REG # 2,063,316	June 21, 1996	May 20, 1997	F+W Publications Inc.
EVERYTHING	Registered	SN #75230242 REG # 2,379,837	January 23, 1997	August 22, 2000	F+W Publications Inc.
EVERYTHING.COM	Registered	SN #76410247 REG # 2,697,705	May 21, 2002	March 18, 2003	F+W Publications Inc.
FAMILY TREE MAGAZINE	Registered	REG # 2,347,895	April 16, 1999	May 2, 2000	F+W Publications Inc.
FAMILY TREE MAGAZINE	Pending	SN #78-655,811	June 22, 2005		F+W Publications Inc.
FASTREAD	Registered	SN #75864214 REG # 2,592,313	December 6, 1999	July 9, 2002	F+W Publications Inc.
HORTICULTURE	Registered	SN #78-285,806 REG # 2,869,695	August 11, 2003	August 3, 2004	F+W Publications Inc.

Mark	Status	Serial No./ Registration No.	Date Filed	Registration Date	Owner
HOW	Registered	SN #73-756,979 REG # 1,602,172	October 11, 1998	June 19, 1990	F+W Publications Inc.
ID	Registered	SN #74-137,990 REG # 1,675,861	February 11, 1991	February 18, 1992	F+W Publications Inc.
INTERNATIONAL DESIGN	Registered	SN #74-138,072 REG # 1,854,601	February 11, 1991	September 20, 1994	F+W Publications Inc.
LOG HOME & TIMBER FRAME EXPO	Registered	SN #78253266 REG # 2,962,006	May 22, 2003	June 14, 2005	F+W Publications Inc.
LOG HOME & TIMBER FRAME EXPO & DESIGN	Registered	SN# 78254789 REG # 2,966,252	May 27, 2003	July 12, 2005	F+W Publications Inc.
LOG HOMES ILLUSTRATED	Registered	SN #75846348 REG # 2,385,742	November 11, 1999	September 12, 2000	F+W Publications Inc.
LOG HOMES ILLUSTRATED	Registered	SN #74504331 REG # 1,906,897	March 24, 1994	July 18, 1995	F+W Publications Inc.
LOG HOMES ILLUSTRATED A COMPLETE CONSUMER GUIDE & DESIGN	Registered	SN #74504074 REG # 1,912,850	March 23, 1994	August 15, 1995	F+W Publications Inc.
NEW DIVER	Registered	SN #75-409,320 REG # 2,352,428	December 22, 1997	May 23, 2000	F+W Publications Inc.
NORTH LIGHT	Registered	SN #72-404,639 REG # 949,365	October 8, 1971	December 26, 1972	F+W Publications Inc.
PASTEL 100	Registered	SN #78-299,190 REG # 2,922,827	September 11, 2003	February 1, 2005	F+W Publications Inc.
PASTEL JOURNAL	Registered	SN #78-299,154 REG # 2,941,664	September 11, 2003	April 19,2005	F+W Publications Inc.
PASTEL JOURNEYS	Registered	SN #78-299,140 REG # 2,962,188	September 11, 2003	June 14, 2005	F+W Publications Inc.
PHOTO KALEIDOSCOPES	Registered	SN #75-657,108 REG # 2,418,309	March 9, 1999	January 2, 2001	F+W Publications Inc.
PHOTOGRAPHER'S MARKET	Registered	SN #73-138,838 REG # 1,109,995	August 25, 1977	December 26, 1978	F+W Publications Inc.

Mark	Status	Serial No./ Registration No.	Date Filed	Registration Date	Owner
POET'S MARKET	Registered	SN #74-267, 139 REG # 1,764,441	April 20, 1992	April 13, 1993	F+W Publications Inc.
POPULAR WOODWORKING	Registered	SN #74274600 REG # 1,743,129	May 12, 1992	December 29, 1992	F+W Publications Inc.
POPULAR WOODWORKING	Registered	SN # 78-285,816 REG # 2,860,386	August 11, 2003	July 6, 2004	F+W Publications Inc.
PRINT	Registered	SN #76-486,036 REG # 2,790,966	December 18, 2002	December 9, 2003	F+W Publications Inc.
RODALE'S SCUBA DIVING	Registered	SN #75-671,416 REG # 2,447,396	March 29, 1999	May 1, 2001	F+W Publications Inc.
RODALE'S SCUBA DIVING	Registered	SN # 74,-289,949 REG # 1,759,846	June 30, 1992	March 23, 1993	F+W Publications Inc.
SCRAP BOOK CLUB, THE & DESIGN	Registered	SN # 76-477,565 REG # 2,819,160	December 23, 2002	March 2, 2004	F+W Publications Inc.
SCUBA DIVING	Pending	SN # 78-440,239	June 23, 2004		F+W Publications Inc.
SCUBA LAB	Registered	SN # 75-915,993 REG # 2,643,583	February 11, 2000	October 29, 2002	F+W Publications Inc.
SCUBADIVING.COM	Registered	SN # 75-671,444 REG # 2,458,750	March 29, 1999	June 5, 2001	F+W Publications Inc.
SKIN DIVER	Registered	SN # 75-664,456 REG # 2,377,073	March 19, 1999	August 15, 2000	F+W Publications Inc.
SONGWRITER'S MARKET	Registered	SN # 73-218,834 REG # 1,179,065	June 8, 1979	November 24, 1981	F+W Publications Inc.
STREETWISE	Registered	SN #75864325 REG # 2,417,399	December 6, 1999	January 2, 2001	F+W Publications Inc.

Mark	Status	Serial No./ Registration No.	Date Filed	Registration Date	Owner
THE FIRST SOURCE FOR SCRAPBOOK IDEAS	Registered	SN #75658473 REG # 2,316,711	March 11, 1999	February 8, 2000	F+W Publications Inc.
THE HEART OF CREATIVE SCRAPBOOKING	Registered	SN #75428184 REG # 2,207,338	February 3, 1998	December 1, 1998	F+W Publications Inc.
THE MAGAZINE DIVERS TRUST	Registered	SN #78440248 REG #2,970,730	June 23, 2004	July 19, 2005	F+W Publications Inc.
TIMBER HOMES ILLUSTRATED	Registered	SN #75847375 REG # 2,360,961	November 12, 1999	June 20, 2000	F+W Publications Inc.
UNDERWATER U.S.A.	Registered	SN#73488366 REG # 1,341,764	July 5, 1984	June 11, 1984	F+W Publications Inc.
WATERCOLOR MAGIC (STYLIZED)	Registered	SN # 76-559,441 REG # 2,972,364	November 13, 2003	July 19, 2005	F+W Publications Inc.
WINDY CITY ANTIQUE SHOW CHICAGO & DESIGN	Registered	SN # 76-73,928 REG # ,771,437	December 10, 2002	October 7, 2003	F+W Publications Inc.
WRITER'S DIGEST (USA)	Registered	SN # 72-297,052 REG # 892,058	May 1, 1968	June 2, 1970	F+W Publications Inc.
WRITER'S MARKET	Registered	SN # 73-162,571 REG # 1,114,093	March 17, 1978	February 27, 1979	F+W Publications Inc.
WRITER'S YEARBOOK	Registered	SN # 73-351,044 REG # 1,229,696	February 19, 1982	March 8, 1983	F+W Publications Inc.
MEMORY MAKERS	Registered	SN #75-054,390 REG # 2,087,043	February 7, 1996	August 12, 1997	F+W Publications Inc. (Current Record Owner Memory Makers Photography Inc.)

TRADEMARK
REEL: 003172 FRAME: 0435

INTERNATIONAL TRADEMARK APPLICATIONS AND REGISTRATIONS

Country	Mark	Status	Serial No./ Registration No.	Date Filed	Registration Date	Owner
Australia	WRITER'S DIGEST	Registered	REG # 218759		April 26, 1968	F+W Publications Inc.
Canada	RODALE'S SCUBA DIVING	Registered	REG# TMA549,321	Feb. 4, 1997	August 6, 2001	F+W Publications Inc. (Current Record Owner Rodale Inc.)
Canada	WRITER'S DIGEST	Registered	REG # TMA173,538	April 26, 1968	December 31, 1970	F+W Publications Inc.
Germany	RODALE'S SCUBA DIVING	Registered	REG # 203,9666	April 15, 1993	July 1, 1993	F+W Publications Inc.
UK	RODALE'S SCUBA DIVING	Registered	REG # 1,580,120		January 12, 1996	F+W Publications Inc.
Australia	MEMORY MAKERS	Registered	REG. # 842,241	July 12, 2000	August 1, 2002	F+W Publications Inc. (Current Record Owner Satellite Publishing Inc)
Canada	MEMORY MAKERS	Registered	REG # TMA564,743	July 27, 2000	July 16, 2002	F+W Publications Inc. (Current Record Owner Satellite Publishing Inc.)
Europe Comm.	MEMORY MAKERS	Registered	REG # 1843549	August 23, 2000	August 2, 2002	F+W Publications Inc. (Current Record Owner Satellite Publishing Inc.)
Japan	MEMORY MAKERS	Registered	REG # 4,550,495		March 8, 2002	F+W Publications Inc. (Current Record Owner Satellite Publishing Inc.)

RECORDED: 10/10/2005

TRADEMARK
REEL: 003172 FRAME: 0436