

03-17-2004

Docket No.: 2647.0014-000

315'04

RECORD
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102696796

To the Commissioner, United States Patent and Trademark Office

Original documents or copy thereof.

1. Name of conveying party(ies)
 NewsStand, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Adams Capital Management III, L.P.

Internal Address: _____

Street Address: 500 Blackburn Avenue

City: Sewickley State: PA ZIP: 15143

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 9, 2004

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

A. Trademark Application No.(s)
75/912,435
75/912,434

B. Trademark Registration No.(s)
 2,550,049

Additional numbers attached? Yes No

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

Name: David J. Thibodeau, Jr.

Internal Address: _____

Hamilton, Brook, Smith & Reynolds, P.C.

Street Address: 530 Virginia Road
P.O. Box 9133

City: Concord State: MA ZIP: 01742-9133

6. Total number of applications and registrations involved: 3

7. Total Fee (37 C.F.R. 3.41)..... \$ 90.00

Enclosed
 Authorized to charge any deficiencies or credit any overpayment to deposit account
 Authorized to be charged to deposit account

8. Deposit account number:
08-0380

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Kevin T. Shaughnessy Kevin T. Shaughnessy 3/11/04
 Name of Person Signing Signature Date

03/16/2004 DBYRNE 00000109 75912435

Total number of pages including cover sheet, attachments, and document: [4]

01 FC:8521
02 FC:8522

50.00 OP

TRADEMARK
REEL: 002929 FRAME: 0676

ADDENDUM TO SECURITY AGREEMENT

THIS ADDENDUM to both the Security Agreement and Intellectual Property Security Agreement for Patents and Trademarks made and entered into on the 23rd day of December, 2003, by and between NEWSSTAND, INC., a Delaware corporation (the "Borrower"), and Adams Capital Management III, L.P. ("Lenders' Agent") is made and entered into on the 9th day of March, 2004.

WHEREAS, the Borrower is the assignee of certain intellectual property rights as set forth in Exhibit A, attached hereto;

WHEREAS, the Lenders' Agent has been granted certain liens and security interests in and to the intellectual property set forth in Exhibit A;

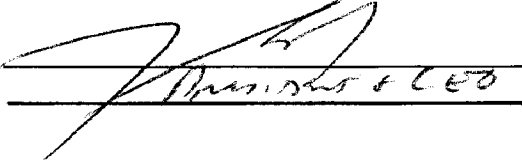
WHEREAS, the Lenders' Agent has requested to perfect the security interest by recording, in the Lenders' Agent's name, the intellectual property rights as set forth in Exhibit A with the U.S. Patent and Trademark Office;

WHEREAS, the U.S. Patent and Trademark Office requires the application and registration numbers for patent applications and trademarks for recordal thereat;

NOW, THEREFORE, the Borrower and the Lenders covenant and agree to record the intellectual property rights as set forth in Exhibit A in the name of the Lenders' Agent.

IN WITNESS WHEREOF, and intending to be legally bound, the parties have executed and delivered this Agreement as of the day and year set forth above.

NEWSSTAND, INC.

By: 
Its: _____

LENDERS' AGENT:

ADAMS CAPITAL MANAGEMENT III, L.P.

By: ACM Partners 2000, L.P.

General Partner

By: ACM 2000, LLC

General Partner

By: _____

ADDENDUM TO SECURITY AGREEMENT

THIS ADDENDUM to both the Security Agreement and Intellectual Property Security Agreement for Patents and Trademarks made and entered into on the 23rd day of December, 2003, by and between NEWSSTAND, INC., a Delaware corporation (the "Borrower"), and Adams Capital Management III, L.P. ("Lenders' Agent") is made and entered into on the 1st day of March, 2004.

WHEREAS, the Borrower is the assignee of certain intellectual property rights as set forth in Exhibit A, attached hereto;

WHEREAS, the Lenders' Agent has been granted certain liens and security interests in and to the intellectual property set forth in Exhibit A;

WHEREAS, the Lenders' Agent has requested to perfect the security interest by recording, in the Lenders' Agent's name, the intellectual property rights as set forth in Exhibit A with the U.S. Patent and Trademark Office;

WHEREAS, the U.S. Patent and Trademark Office requires the application and registration numbers for patent applications and trademarks for recordal thereat;

NOW, THEREFORE, the Borrower and the Lenders covenant and agree to record the intellectual property rights as set forth in Exhibit A in the name of the Lenders' Agent.

IN WITNESS WHEREOF, and intending to be legally bound, the parties have executed and delivered this Agreement as of the day and year set forth above.

NEWSSTAND, INC.

By: _____
Its: _____

LENDERS' AGENT:

ADAMS CAPITAL MANAGEMENT III, L.P.

By: ACM Partners 2000, L.P.
General Partner

By: ACM 2000, LLC
General Partner

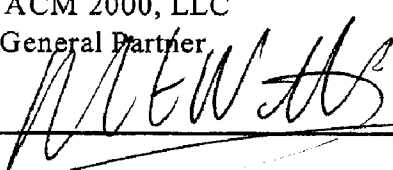
By:  _____

Exhibit A

Trademark/Service Mark	Registration and/or Application Number
NEWSSTAND.COM	75/912,435
NEWSTAND.COM	75/912,434
PAPERPUSHER®	2,550,049

Patent Application Number	Filing Date
09/690,366	October 16, 2000
60/690,680	October 16, 2000
09/690,680	October 16, 2000
09/690,367	October 16, 2000
09/690,677	October 16, 2000
09/690,368	October 16, 2000
PCT/US01/16665 (WO 01/92986 A2)	May 5, 2001