

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kappa Publishing Group, Inc.		09/28/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	RBS Citizens, National Association, successor by merger with Citizens Bank of Massachusetts
Street Address:	28 State Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	Bank: MASSACHUSETTS

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1248976	ABC CROSSWORDS
Registration Number:	1285981	EASY-TO-DO CROSSWORDS
Registration Number:	1249831	FUN 'N EASY CROSSWORDS
Registration Number:	1249833	JIFFY CROSSWORDS
Registration Number:	1252920	SEARCH-A-WORD
Registration Number:	1249832	SIMPLY FUN CROSSWORDS
Registration Number:	1248975	SUPER WORD CIRCLE
Registration Number:	1496742	WORD HUNT

CORRESPONDENCE DATA	
Fax Number:	(703)415-1557
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	703-415-1555
Email:	mail@specializedpatent.com
Correspondent Name:	Christopher E. Kondracki

CH \$215.00 1248976

Address Line 1: 2001 Jefferson Davis, Hwy., Suite 1007
Address Line 4: Arlington, VIRGINIA 22202

ATTORNEY DOCKET NUMBER:	7100802
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	11/06/2007

Total Attachments: 9
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**SECOND AMENDMENT TO
CONDITIONAL ASSIGNMENT OF TRADEMARKS**

This Second Amendment to Conditional Assignment of Trademarks (the "Amendment") is made as of the 28 day of September, 2007 by and between KAPPA PUBLISHING GROUP, INC. (the "Borrower"), a Delaware corporation having its principal place of business at 6198 Butler Pike, Suite 200, Blue Bell, Pennsylvania 19002 and RBS CITIZENS, NATIONAL ASSOCIATION, successor by merger with CITIZENS BANK OF MASSACHUSETTS (the "Bank"), a Massachusetts bank with a place of business at 28 State Street, Boston, Massachusetts 02109, in consideration of the mutual covenants herein contained and benefits to be derived herefrom.

WITNESSETH:

WHEREAS, the Bank and the Borrower are parties to a certain Amended and Restated Revolving Credit Agreement dated as of November 27, 2000 (as the same may be amended, restated or otherwise modified from time to time, the "Loan Agreement"), pursuant to which the Bank established a \$18,000,000 revolving line of credit in favor of the Borrower, which revolving line of credit is evidenced by, among other documents, instruments, and agreements, the Borrower's Amended and Restated Revolving Credit Note dated December 30, 2003 issued in such maximum principal amount; and

WHEREAS, in connection with the execution and delivery of the Loan Agreement, the Borrower executed and delivered a certain Conditional Assignment of Trademarks dated as of November 27, 2000, as amended by that certain First Amendment to Conditional Assignment of Trademarks dated as of December 30, 2003 (as the same may be amended, restated or otherwise modified from time to time, the "Conditional Assignment"), pursuant to which the Borrower pledged, assigned and granted a security interest in favor of the Bank in certain Trademarks (as defined therein); and

WHEREAS, concurrently herewith, the Borrower and the Bank are entering into a Third Amendment to Amended and Restated Revolving Credit Agreement of even date herewith, pursuant to which the Bank has agreed to increase the line of credit commitment from \$18,000,000 to \$35,000,000; and

WHEREAS, the Borrower, through the merger of Kappa Puzzle Group, Inc. into the Borrower, has acquired additional Trademarks and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Trademarks in favor of the Bank.

NOW, THEREFORE, it is hereby agreed as follows:

1. **Definitions.** All capitalized terms used herein and not otherwise defined shall have the same meaning herein as in the Conditional Assignment.

IN WITNESS WHEREOF, the parties have hereto have caused this Amendment to be executed and their seals to be hereto affixed as of the date first above written.

("Borrower")

KAPPA PUBLISHING GROUP, INC.

By: *William R. Mainwaring*
Name: William R. Mainwaring
Title: TREASURER

("Bank")

RBS CITIZENS, NATIONAL ASSOCIATION

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

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF MONTGOMERY SS

On this 28TH day of September, 2007, 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.

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
SYLVIA W. RICHARDS, Notary Public
Ambler Boro., Montgomery County
My Commission Expires July 5, 2011

Notary Public: *Sylvia W Richards*
My commission expires: 7/5/2011

THE COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY

On this _____ day of September, 2007, before me personally appeared Frank J. Grueter, III, a Senior Vice President of RBS CITIZENS, NATIONAL ASSOCIATION, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that

IN WITNESS WHEREOF, the parties have hereto have caused this Amendment to be executed and their seals to be hereto affixed as of the date first above written.

("Borrower")

KAPPA PUBLISHING GROUP, INC.

By: _____
Name: _____
Title: _____

("Bank")

RBS CITIZENS, NATIONAL ASSOCIATION

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

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF _____ SS

On this _____ day of September, 2007, 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: _____

THE COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY

On this 28th day of September, 2007, before me personally appeared Frank J. Grueter, III, a Senior Vice President of RBS CITIZENS, NATIONAL ASSOCIATION, 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: *Richard Moore*
My commission expires: *Aug 9, 2013*

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.

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 28 day of September, 2007.

KAPPA PUBLISHING GROUP, INC.

RBS CITIZENS, NATIONAL ASSOCIATION

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 September, 2007, before me personally appeared Frank J. Grueter, III, a Senior Vice President of RBS CITIZENS, NATIONAL ASSOCIATION, 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 28TH day of September, 2007, 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: 7/5/2011

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
SYLVIA W. RICHARDS, Notary Public
Ambler Boro., Montgomery County
My Commission Expires July 5, 2011

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 28th day of September, 2007.

KAPPA PUBLISHING GROUP, INC.
ASSOCIATION

RBS CITIZENS, NATIONAL

By: _____
William R. Mainwaring
Treasurer

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

THE COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY

On this 28th day of September, 2007, before me personally appeared Frank J. Grueter, III, a Senior Vice President of RBS CITIZENS, NATIONAL ASSOCIATION, 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: Raymond Rooney
My commission expires: Aug 9, 2013

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF _____ SS

On this _____ day of September, 2007, 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: _____

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EXHIBIT A

ABC CROSSWORDS	1,249,946 1,248,976	08/23/83	REGISTERED Renewal due: 08/23/13
EASY TO DO CROSSWORDS	1,285,981	07/17/84	REGISTERED Renewal due: 07/17/14
FUN 'N EASY CROSSWORDS	1,249,831	07/30/83	REGISTERED Renewal due: 07/30/13
JIFFY CROSSWORDS	1,249,833	08/30/83	REGISTERED Renewal due: 08/30/13
SEARCH-A-WORD	1/252,920	10/04/83	REGISTERED Renewal due: 10/04/13
SIMPLY FUN CROSSWORDS	1,249,832	08/30/83	REGISTERED Renewal due: 08/30/13
SUPER WORD CIRCLE	1,248,975	08/23/83	REGISTERED Renewal due: 08/23/13
WORD HUNT	1,496,742	07/19/88	REGISTERED Renewal due: 07/19/08

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