

02-16-1999



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

2.11.99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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01 FC:4A1 40.00 CH
02 FC:4A2 200.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

(212) 310 - 8191

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

X Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | | | | |
|----------------------|----------------------|----------------------|--|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="See Schedule A attached"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | | <input type="text"/> | <input type="text"/> |

Number of Properties Enter the total number of properties involved

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Laura Quintano



2/10/99

Name of Person Signing

Signature

Dated Signed

SCHEDULE A

TO

ASSIGNMENT

Dated as of November 24, 1998

TAYLOR PUBLISHING COMPANY

Trademarks, etc., and Applications

I. ISSUED TRADEMARKS

| <u>Owner</u> | <u>Trademark</u> | <u>Registration No.</u> | <u>Date Registered</u> |
|---------------------------|--------------------------|-------------------------|------------------------|
| Taylor Publishing Company | SOCIAL STUDIES TEXTBOOKS | 366,595 | 07/29/70 |
| Taylor Publishing Company | PAGEVISION PLUS | 1,552,569 | 08/22/89 |
| Taylor Publishing Company | PAGEVISION | 1,541,265 | 05/30/89 |
| Taylor Publishing Company | TYPEVISION | 1,501,046 | 08/23/88 |
| Taylor Publishing Company | INDEXVISION | 1,483,179 | 04/05/88 |
| Taylor Publishing Company | MONEYVISION | 1,471,319 | 01/05/88 |

| | | | |
|---------------------------|---|-----------|----------|
| Taylor Publishing Company | CYBERCOMP | 1,034,052 | 02/17/76 |
| Taylor Publishing Company | AMERICAN BEAUTY COVERS BY TAYLOR DALLAS | 909,128 | 02/03/71 |
| Taylor Publishing Company | DESIGNCHECK | 2,032,446 | 01/21/97 |

II. TRADEMARK APPLICATIONS

NONE

III. LICENSE AGREEMENTS

| <u>Date</u> | <u>Licensor</u> | <u>Licensee</u> | <u>Term</u> | <u>Scope</u> |
|-------------|--------------------|---------------------------|-------------|--------------|
| 11/14/95 | Systems of Merritt | Taylor Publishing Company | Perpetual | Worldwide |

ASSIGNMENT

THIS ASSIGNMENT (the "Assignment"), dated as of November 24, 1998, is made and entered into by **CITICORP USA, INC.**, a Delaware corporation, as administrative agent under that certain Amended and Restated Credit Agreement dated as of July 3, 1997, as amended (the "Credit Agreement") (the "Assignor") in favor of, **THE FIRST NATIONAL BANK OF CHICAGO**, a national banking association, in its capacity as successor administrative agent under the Credit Agreement (in such capacity, the "Assignee").

RECITALS

A. Assignor has resigned as administrative agent under the Credit Agreement effective November 24, 1998 and has been succeeded in such capacity by Assignee.

B. Assignor is the grantee under the following-described instruments (herein referred to as the "Trademark Security Agreements") encumbering certain trademarks and licenses more particularly described on Schedule A attached hereto and made a part hereof:

Subsidiary Trademark Security Agreement dated as of November 21, 1994, recorded December 19, 1994 at Reel 1259, Frame 223-237, executed by Taylor Publishing Company in favor of Assignor, as grantee, as amended by that certain Notice of Amendment to Subsidiary Trademark Security Agreement dated as of July 10, 1997, recorded November 10, 1997 at Reel 1652, Frame 938, executed by Taylor Publishing Company in favor of Assignor as grantee.

C. Assignor is entering into this Assignment for the purpose of confirming and providing record notice of Assignee's succession to Assignor as the Grantee under the terms of the Trademark Security Agreement and the assignment to Assignee of all Assignor's right, title and interest as grantee under the Trademark Security Agreement.

NOW, THEREFORE, pursuant to and in consideration of the aforementioned agreement, record notice of which is hereby given, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee, for the benefit of the Lenders and the Issuing Banks (as defined in the Credit Agreement), all of Assignor's right, title and interest in, to and under the aforementioned Trademark Security Agreements, including, without limitation, all right, title and interest of Assignor as grantee under such Trademark Security Agreements.

IN WITNESS WHEREOF, the Assignor has entered into this Assignment and caused the same to be duly executed and delivered to Assignee.

CITICORP USA, INC., as
Administrative Agent

By Charles S. Foster
Charles S. Foster
Attorney-in-Fact

Acknowledged and Accepted
this 24th day of November,
1998


THE FIRST NATIONAL BANK OF CHICAGO

By [Signature]
Name: Tom Dao
Title: Officer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS.

On November 18, 1998 before me, H. Scott Kenyon, a Notary Public in and for the state of New York, personally appeared Charles S. Foster, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity on behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature 

(Seal)

H. SCOTT KENYON
Notary Public, State of New York
No. 01KE5016236
Qualified in Rockland County
Certificate Filed in New York County
Commission Expires August 9, 1999

STATE OF NY)
)
COUNTY OF NY) SS.

On November 24 1998 before me, Debra M Goldberg, a Notary Public in and for the state of NY, personally appeared Tom Dao, personally known to me (or proved to me on the basis of satisfactory evidence) 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, and that by his/her signature on the instrument the person, or the entity on behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Debra M Goldberg

(Seal)

DEBRA M. GOLDBERG
NOTARY PUBLIC, State of New York
No. 01GO5086516
Qualified in Kings County
Commission Expires Oct. 14, 19 99