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02-17-2000

OMB No. 0651-0011 (exp. 4/94)



To the Honorable Commissioner of Patents

101271362

Original documents or copy thereof.

1. Name of conveying party(ies):

U.S. Bancorp Republic Commercial Finance, Inc.

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OPR/FINANCE

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Assignment of Recorded Security Interest
- Merger
- Change of Name

Execution Date: November 12, 1999

2. Name and address of receiving party(ies)

Name: U.S. Bank National Association

Internal Address: U.S. Bank Place, Fifth Floor, MPFP0512

Street Address: 601 Second Avenue South

City: Minneapolis State: Minnesota ZIP: 55402-4302

- Individual(s)
- Association a national banking 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

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

A. Trademark Application No.(s): 75/385,863; 75/341,829; 75/333,194; 75/326,250; 75/322,515; 75/322,513; 75/322,511; 75/306,085; 75/244,890; 75/209,272; 75/001,153; and 74/660,914

B. Trademark Registration No.(s): 2,132,632; 2,105,461; 2,106,966; 1,985,769; 2,047,070; 1,866,362; 1,699,043; 1,832,147; 1,682,000; 1,708,090; 1,697,167; 1,411,267; 1,439,127; and 1,416,595

Additional numbers attached?  Yes  No

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

Name: Devan V. Padmanabhan

Internal Address: Dorsey & Whitney LLP

Street Address: 220 South Sixth Street

City: Minneapolis State: MN ZIP: 55402

6. Total Number of applications and registrations involved: . . . . .

26

7. Total fee (37 CFR 3.41). . . . . \$ 665.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

04-1420

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

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02 F:482 625.00 OP

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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.

Devan V. Padmanabhan  
Name of person Signing

Devan V. Padmanabhan  
Signature (Reg. No. 38,262)

Jan. 29, 2000  
Date

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

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**ASSIGNMENT OF RECORDED SECURITY INTEREST**

WHEREAS, by a Collateral Assignment of Trademarks dated May 4, 1998 (the "Security Agreement") Creative Publishing International, Inc. ("Company") granted a security interest in the United States trademarks listed in Exhibit A attached hereto (the "Collateral") to U.S. Bancorp Republic Commercial Finance, Inc. ("USBRCFI"), in order to secure repayment of certain amounts then owing to UCBRCFI (the "Indebtedness").

AND WHEREAS the Security Agreement was recorded in the records of the United States Trademark Office (herein referred to as the "U.S. Trademark Office") and such recordation is located on Reel 1916 at Frame 0130 at the U.S. Trademark Office.

NOW THEREFORE, to all who it concern be it known that for and in consideration received USBRCFI has assigned the Indebtedness to U.S. Bank National Association ("U.S. Bank") and USBRCFI hereby assigns all the security interests granted by the Security Agreement, being the security interests granted in respect of the trademarks and all other Collateral to U.S. Bank National Association.

Executed at Minneapolis, Minnesota this 12th day of November, 1999.

U.S. BANCORP REPUBLIC COMMERCIAL FINANCE, INC.

By: Mark J. Linzmeier  
(Authorized signatory)

By: Mark J. Linzmeier VP  
(Please print name and title)

EXHIBIT A TO COLLATERAL  
ASSIGNMENT OF TRADEMARKS

UNITED STATES TRADEMARKS

Trademark Name	Serial No.	Registered No.	Date Filed
Arts & Crafts for Home Decorating	75-385,863	Pending	11/6/97
Seams Sew Easy	75-341,829	Pending	8/15/97
Creative T Textiles	75-333,194	Pending	7/30/97
The Freshwater Angler	75-326,250	Pending	7/17/97
Portfolio of Ideas	75-322,515	Pending	7/10/97
The Complete Hunter	75-322,513	Pending	7/10/97
Home Improvement Library	75-322,511	Pending	7/10/97
Cy DeCosse Incorporated	75-306,085	Pending	6/10/97
Creative Touches	75-244,890	Pending	2/20/97
Quick Steps	75-243,305	2,132,632	2/18/97
The Complete Fly Fisherman	75-209,272	Pending	12/6/96
Portable Workshop	75-187,060	2,105,461	10/24/96
Great Gifts	75-172,445	2,106,966	9/26/96
Meals for Life	75-001,153	Pending	10/3/95
The Teddy Bear Companion	74-719,452	1,985,769	8/23/95
Loon Magic	74-683,472	2,047,070	6/2/95
Design Only	74-660,914	Pending	4/12/95
The Home Decorating Institute Country Crafts Collection	74-394,509	1,866,362	5/24/93
NorthWord	74-169,220	1,699,043	5/23/91
Recipes For Life	74-155,229	1,832,147	4/8/91
Whitetail Country	74-149,998	1,682,000	3/22/91
Home Decorating Institute	74-149,016	1,708,090	3/18/91
Arts & Crafts for Home Decorating	74-148,159	1,697,167	3/15/91
Microwave Cooking Library	73-579,720	1,411,267	1/27/86

TRADEMARK

| REEL: 002022 FRAME: 0439

Trademark Name	Serial No.	Registered No.	Date Filed
Sewing Reference Library	73-579,487	1,439,127	1/27/86
The Hunting & Fishing Library	73-579,438	1,416,595	1/27/86