

MAY 15 PM 12:10



OPR/FINANCE

101372801

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

5-15-00

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

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association

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.)

Other

Citizenship/State of Incorporation/Organization

06/01/2000 DNGUYEN 00000186 2140714

FOR OFFICE USE ONLY

01 FC:481

40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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)**

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)

**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.

LORI POTTS



05/11/00

Name of Person Signing

Signature

Date Signed

**MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS**

United States Department of Commerce  
Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Ladies and Gentlemen:

Pursuant to an Amended and Restated Subsidiaries Security Agreement, dated as of November 19, 1998 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), NEW ENGLAND-BAY STATE PRESS AND PRINTING, LTD., a Massachusetts corporation (the "Assignor"), has granted to CANADIAN IMPERIAL BANK OF COMMERCE, as agent for certain lenders, as Assignee (the "Assignee") a continuing security interest in, and a continuing lien upon, the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: 12/29/98

Very truly yours,

**NEW ENGLAND-BAY STATE PRESS AND  
PRINTING, LTD.,**  
as Assignor

By: Evan Wildstein  
Name: Evan Wildstein  
Title: Authorized Manager

ACKNOWLEDGED BY:

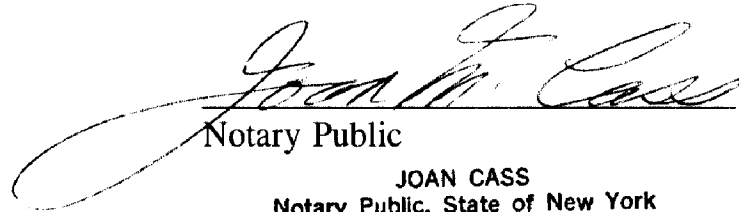
**CANADIAN IMPERIAL BANK  
OF COMMERCE,**  
as Assignee

By: Patricia Schupp  
Name: PATRICIA SCHUPP  
Title: EXECUTIVE DIRECTOR

STATE OF NEW YORK )  
 :  
COUNTY OF NEW YORK )

SS:

On November 30, 1998, before me personally came Evan Wildstein, to me known, who, by me duly sworn, did depose and say that deponent resides at 400 East 71<sup>st</sup> Street, #20F, New York, NY 10021, deponent is Authorized Manager of New England-Bay State Press and Printing, Ltd., the corporation described in and which executed the foregoing instrument; that the seal affixed to said instrument is the corporate seal of such corporation and that it was so affixed by order of the Board of Directors of such corporation; and that deponent signed deponent's name thereto by like order.



Notary Public

JOAN CASS  
Notary Public, State of New York  
No. 4923127  
Qualified in Westchester County  
Commission Expires March 14, 2000

TRADEMARKS

<u>Serial No. or Registration No.</u>	<u>Issue or File Date (Renewal Date, if Applicable)</u>	<u>Mark</u>
2140714	3/3/98	Bay State Press

TRADEMARK LICENSES

<u>Serial No. or Registration No.</u>	<u>Owner</u>	<u>Issue or File Date (Renewal Date, If Applicable)</u>	<u>Mark</u>
---	--------------	---	-------------

TRADEMARK APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Mark</u>
----------------------	--------------------	-------------