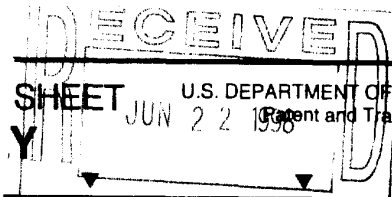


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To the Honorable Commissioner of Patents and Trademarks: Please receive attached original documents or copy thereof.

1. Name of conveying party(ies):

Cleveland Live, Inc.
700 West St. Clair, Suite 414
Cleveland, Ohio 44113

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

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

3. Nature of conveyance:

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

Execution Date: June 5, 1998

2. Name and address of receiving party(ies)

Name: Rock and Roll Hall of Fame Foundation Inc.

Internal Address: 1290 Avenue of the Americas

Street Address: Same

City: New York State: NY ZIP: 10104

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,054,303

Additional numbers attached? Yes No

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

Name: Asmita Shirali, Esq.

Internal Address: Jones, Day, Reavis & Pogue

Street Address: North Point
901 Lakeside Avenue

City: Cleveland State: Ohio ZIP: 44114

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

*overpayment or underpayment

8. Deposit account number:
10-1202

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

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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.

Suzanne Koston

Name of Person Signing

Suzanne Koston
Signature

6-22-98

Date

Total number of pages including cover sheet, attachments, and document: 3

Exhibit A

Trademark Assignment

This TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into as of this _____ day of June, 1998, ("Effective Date"), by and between Cleveland Live, Inc., with offices at 700 West St. Clair, Suite 414, Cleveland, Ohio 44113 ("Assignor"), and The Rock and Roll Hall of Fame Foundation, Inc., with offices at 1290 Avenue of the Americas, New York, New York 10104 ("Assignee").

WHEREAS, the ASSIGNOR has been using the mark "ROCK HALL.COM" ("Trademark") and which has been registered with the United States Patent and Trademark Office, which Registration Serial No. 2,054,303, issued April 22, 1997;

WHEREAS, ASSIGNEE is the owner of certain trademarks, including without limitation, "Rock and Roll Hall of Fame" and "Rock and Roll Hall of Fame + Museum," and the goodwill of the business associated therewith; and

WHEREAS, ASSIGNEE desires to acquire the Trademark and the subject trademark registration, and ASSIGNOR desires to assign the Trademark and the subject registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR hereby assigns, transfers and sets over to ASSIGNEE all right, title and interest in and to Registration Serial No. 2,054,303 and the Trademark, together with the goodwill of the business associated therewith.

IN WITNESS WHEREOF, each of the parties hereto have executed or caused this TRADEMARK ASSIGNMENT to be executed on its behalf of this 5th day of JUNE, 1998.

CLEVELAND LIVE, INC.

ROCK AND ROLL HALL OF FAME
FOUNDATION, INC.

(ASSIGNOR)

By: Eliza Wing

By: [Signature]

Title: President & CEO

Title: Executive Director