

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

07-08-1998

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



100755803

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

MRD 6-30-98

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 Petersen Publishing Company, L.L.C.

Execution Date
Month Day Year
06 26 1998

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other A Delaware limited liability company
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name First Union National Bank, Administrative Agent

DBA/AKATA _____

Composed of _____

Address (line 1) One First Union Center

Address (line 2) 301 South College Street

Address (line 3) Charlotte

North Carolina

28288-0735

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other a banking association
- 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.)

FOR OFFICE USE ONLY

07/06/1998 SSMITH 00000010 75262255

01 FC:481
02 FC:482

40.00 OP
475.00 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)		
<input type="text" value="75/262255"/>	<input type="text" value="75/262254"/>	<input type="text" value="75/477029"/>	<input type="text" value="1994483"/>	<input type="text" value="1725547"/>	<input type="text" value="2146843"/>
<input type="text" value="75/197680"/>	<input type="text" value="75/263200"/>	<input type="text" value="75/477032"/>	<input type="text" value="1985810"/>	<input type="text" value="1936235"/>	<input type="text" value="2084092"/>
<input type="text" value="75/232344"/>	<input type="text" value="75/282860"/>	<input type="text" value="75/496755"/>	<input type="text" value="1977497"/>	<input type="text" value="1937598"/>	<input type="text" value="1777844"/>

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.

Alexandra N. DeNeve

6/29/98

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional 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

Enter Additional Receiving Party

Mark if additional names of receiving 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 the Assignment.)

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)

75/496845	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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Registration Number(s)

1155553	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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Schedule A

TRADEMARKS AND TRADEMARK APPLICATIONS

MARK	APPLICATION OR REGISTRATION NO.	COUNTRY	DATE
SLAM	1,994,483	U.S.	08/20/96
Logotype	1,985,810	U.S.	07/09/96
EVERYTHING YOU NEED TO KNOW ABOUT HOME THEATER	1,977,497	U.S.	05/28/96
STEREOPHILE	1,725,547	U.S.	10/20/92
INLINE	1,936,235	U.S.	11/14/95
INLINE RETAILER & INDUSTRY NEWS	1,937,598	U.S.	11/21/95
INLINE ON LINE	2,146,843	U.S.	03/24/98
GRAVITY	2,084,092	U.S.	07/29/97
GRAVITY	75/262255	U.S.	03/21/97
GRAVITY FILM FESTIVAL	75/197680	U.S.	11/14/96
GRAVITY SPORTS FILM FESTIVAL	75/232344	U.S.	01/28/97
MAN FALLING DOWN DESIGN	75/262254	U.S.	03/21/97
MAN FALLING DOWN DESIGN	75/263200	U.S.	03/25/97
INSIDE SPORTS and Design	1,777,844	U.S.	06/22/93
INSIDE SPORTS	1,155,553	U.S.	05/26/81

MARK	APPLICATION OR REGISTRATION NO.	COUNTRY	DATE
INSIDE SPORTS	75/282860	U.S.	04/28/97
BMX RIDER	75/477029	U.S.	04/30/98
MAX SPEED	75/477032	U.S.	04/30/98
VERT	75/496845	U.S.	06/05/98
GRAVITY MAGAZINE GAMES	75/496755	U.S.	06/05/98

**COLLATERAL ASSIGNMENT AND GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

WHEREAS, PETERSEN PUBLISHING COMPANY, L.L.C. (the "Grantor") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks") and is the owner of the patents listed on Schedule A attached hereto, which patents are registered or have pending applications in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such patents, registrations and applications, collectively, the "Patents"); and

WHEREAS, the Grantor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of March 31, 1998, in which the Grantor has agreed with First Union National Bank, as Administrative Agent (the "Administrative Agent"), with offices at One First Union Center, 301 South College Street, Charlotte, North Carolina 28288-0735, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Obligations (as defined in the Security Agreement), the Grantor does hereby collaterally assign and grant to the Administrative Agent a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks and the Patents. This Assignment has been given in conjunction with the collateral assignment and security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

PETERSEN PUBLISHING COMPANY, L.L.C.

By: _____

Title: _____

June 26, 1998

PATENTS AND PATENT APPLICATIONS

PATENT NO.	DATE	COUNTRY	DESCRIPTION
None.			