

02-16-1999



To the Honorable Commissioner

ached original documents or copy thereof.

100965576

NEO 2-14-99

1. Name of conveying party(ies)

Avenue Magazine Incorporated
950 Third Avenue
New York, NY 10022

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

Additional name(s) and address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 1, 1999

Name of receiving party(ies):

Name: P Two Publishers, Inc.

Internal Address: _____

Street Address: 950 Third Avenue

City: New York State: NY ZIP: 10022

- 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) and address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/532,768; 75/532,767;

B. Trademark Registration No.(s)

1,510,923; 1,198,358; 1,149,329

Additional numbers attached? Yes No

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

Name: Jocelyn G. Bolling

Internal Address: Suite 200

Street Address: 1330 Connecticut Avenue NW

City: Washington State DC ZIP: 20036

6. Total number of applications and registrations involved: five

7. Total fee (37 CFR 3.41): \$ 140 **E**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
(For Any Deficiency) 04-1425
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Jocelyn G. Bolling
Name of Person Signing

Signature

Feb.
~~January~~ 4, 1999
Date

Total number of pages comprising cover sheet: one (1)

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

Do not detach this portion
Mail documents to be recorded with required cover sheet information to:

02/12/1999 DNGUYEN 00000155 1510923

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 OP
175.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK

**ASSIGNMENT OF TRADEMARKS
AND ACCOMPANYING GOODWILL**

This Assignment (the "Assignment") is made by and between AVENUE MAGAZINE INCORPORATED ("Avenue"), a corporation of the State of Delaware having a place of business at 950 Third Avenue, New York, New York 10022 and P TWO PUBLISHERS, INC. ("P Two"), a corporation organized and existing under the laws of the State of New York, having a place of business at 950 Third Avenue, New York, New York 10022.


WHEREAS, Avenue is the owner of the trademarks, registrations and pending applications for registration in the United States Patent and Trademark Office identified in Schedule A (the "Marks"), and all of the goodwill associated therewith; and

WHEREAS, P Two desires to acquire from Avenue the Marks and the goodwill associated therewith;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Avenue does hereby assign to P Two the Marks in the attached Schedule A and the goodwill associated therewith.

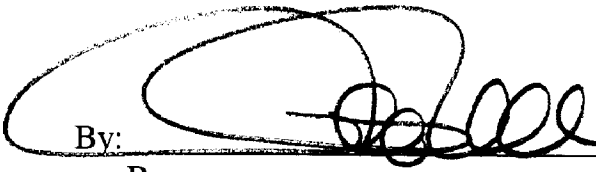
AVENUE MAGAZINE INCORPORATED

Date: 2/1/99

By: 
By:
Title: President

P TWO PUBLISHERS, INC.

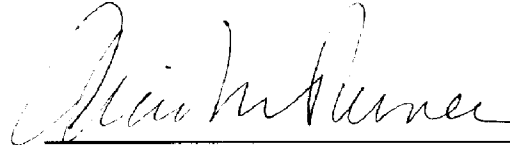
Date: 2/1/99

By: 
By:
Title: P TWO PUBLISHERS

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 1ST day of FEBRUARY 1999, before me appeared
JUDITH PRICE of AVENUE MAGAZINE INC, the person who signed
this instrument who acknowledged that he or she signed it as a free act on behalf of the above-
identified corporation with authority to do so.

ALICE TURNER
Notary Public, State of New York
No. 31-4989566
Qualified in New York County 99
Commission Expires Dec. 9,

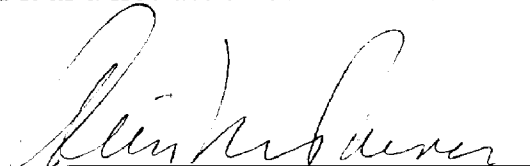


Notary Public

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 1ST day of FEBRUARY 1999, before me appeared
PETER O. PRICE of P-2 PUBLISHERS, INC, the person who signed
this instrument who acknowledged that he or she signed it as a free act on behalf of the above-
identified corporation with authority to do so.

ALICE TURNER
Notary Public, State of New York
No. 31-4989566
Qualified in New York County 99
Commission Expires Dec. 9,



Notary Public

SCHEDULE A

United States Trademarks Owned by Avenue Magazine Incorporated

<u>Trademark</u>	<u>Status</u>	<u>Goods/Services</u>	<u>Serial No. or Registration</u>	<u>First Use & Date Filed/ First Commerce Date Registered</u>
AVENUE	Pending	MAGAZINE DEALING WITH GENERAL SUBJECT MATTER	75-532,768	September 1976 August 7, 1998
ON THE AVENUE	Pending	A MAGAZINE DEVOTED TO NEWS AND FEATURES ABOUT PEOPLE AND EVENTS	75-532,767	April 1983 August 7, 1998
AVENUE ARTS	Registered	SUPPLEMENT APPEARING IN A MAGAZINE	73-700,204 1,510,923	September 1979 December 10, 1987/ November 1, 1988
AVENUE ARTS	Registered	SUPPLEMENT APPEARING IN A MAGAZINE	73-269,660 1,198,358	September 1979 July 10, 1980/ June 15, 1982
GUIDE TO THE AVENUES	Registered	A COLUMN APPEARING IN A MAGAZINE ADVERTISING THE GOODS AND SERVICES OF OTHERS	73-198,442 1,149,329	June 1, 1978 December 29, 1978/ March 24, 1981