

07-15-1999



101091699

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

*MRD*  
*7-13-99*

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)  115 E

Address (line 3)

City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  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.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

07/14/1999 MTHA11 00000118 75567003

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 75.00 OP

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

[Empty box for Name]

Address (line 1)

[Empty box for Address (line 1)]

Address (line 2)

[Empty box for Address (line 2)]

Address (line 3)

[Empty box for Address (line 3)]

Address (line 4)

[Empty box for Address (line 4)]

**Correspondent Name and Address**

Area Code and Telephone Number

603-471-0220

Name

DEBRA M. FEINS

Address (line 1)

DEBRA M. FEINS ESQ PL

Address (line 2)

23 GALLOWAY LANE

Address (line 3)

BEDFORD NH 03110-5718

Address (line 4)

[Empty box for Address (line 4)]

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

3

**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)**

75-567003    75-476692    [Empty]

[Empty]    [Empty]    [Empty]

75-566588    [Empty]    [Empty]

[Empty]    [Empty]    [Empty]

75-566491    [Empty]    [Empty]

[Empty]    [Empty]    [Empty]

**Number of Properties**

Enter the total number of properties involved.

#

4

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

115.00

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:

#

[Empty box for 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.

DEBRA M FEINS

*Debra M. Feins*

7/12/99

Name of Person Signing

Signature

Date Signed

## NOTICE OF SECURITY INTEREST IN TRADEMARKS

U.S. Patent and Trademark Office  
Office of Public Records  
Attn: Customer Services Counter  
1213 Jefferson Davis Highway, Third Floor  
Arlington, Virginia 22202

Ladies and Gentlemen:

Pursuant to a Security Agreement (Trademarks) dated December 30, 1996 between SOURCE PUBLICATIONS, INC., a Delaware corporation (now known as SOURCE ENTERPRISES, INC.) (the "Assignor") and STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company, having a principal place of business at 225 Franklin Street, Boston, Massachusetts 02110 (the "Bank") (as amended, restated or otherwise modified from time to time), the Assignor has granted to the Bank, a continuing security interest in and conditional assignment of its now owned or hereafter acquired registered trademarks and service marks and trademarks and service marks for which applications to register and verified statements of use have been filed and are pending or are hereafter filed with the U.S. Patent and Trademark Office (the "PTO") or any other governmental authority, including but not limited to, those registered trademarks and service marks and trademark and service mark applications listed on Exhibit A attached hereto (as the same may be amended pursuant hereto from time to time), all renewals thereof, all proceeds of infringement suits, the sole right to sue for past, present, future and threatened infringements of and all rights corresponding thereto throughout the world, and any royalties, licenses, fees, proceeds, improvements and subsequent trademarks or service marks obtained in connection therewith (all of the foregoing being hereinafter collectively referred to as the "Trademarks"), together with a continuing security interest in and a conditional assignment of all its right, title and interest in and to the goodwill of the business to which each of the Trademarks relates. The security interests granted herein are granted in conjunction with the security interests granted by the Assignor to the Bank in the Collateral defined and described under a Security Agreement dated December 30, 1996 which, among other things, relate to the products sold under the Trademarks.

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to duly execute this Notice of Security Interest in Trademarks as of this 22 day of April, 1999.

SOURCE ENTERPRISES, INC.

STATE STREET BANK AND TRUST COMPANY

By: David Mays  
David Mays  
President

By: Mark Young  
Mark A. Young  
Vice President

THE COMMONWEALTH OF MASSACHUSETTS  
SUFFOLK COUNTY

On this 11 day of <sup>July</sup> ~~April~~, 1999, before me personally appeared Mark A. Young, a Vice President of STATE STREET BANK AND TRUST COMPANY, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said Massachusetts trust company, and acknowledged said instrument so executed to be his free act and deed in said capacity and the free act and deed of said Massachusetts trust company.

Notary Public: [Signature]

My commission expires: \_\_\_\_\_

**SUSAN NEEL MORRISON**  
Notary Public  
My Commission Expires August 2, 2002

STATE OF NEW YORK  
COUNTY OF NEW YORK

On this 22 day of April, 1999, before me personally appeared David Mays, President of SOURCE ENTERPRISES, INC., a Delaware corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said company, and acknowledged said instrument so executed to be his free act and the free act and deed of said limited liability company.

Notary Public: Christine S. Williams

My commission expires: 10/31/2000

**CHRISTINE S. WILLIAMS**  
Notary Public, State of New York  
No. 41-4757308  
Qualified in Queens County  
Commission Expires Oct. 31, 2000

**EXHIBIT A**

**A. Pending Trademark Applications of Source Publications, Inc.:**

<b>MARK</b>	<b>APPLICATION NUMBER</b>	<b>REGISTRATION DATE</b>
The Magazine of Hip-Hop Music, Culture & Politics	75-567003	10/7/98
The Source	75-566588	10/7/98
Our Athletes.Our Voice	75-566491	10/7/98
The Source Sports	75-476692	4/29/98