

08-04-1999

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To the Honorable Commissione

the attached original documents or copy thereof.

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7-30-99

1. Name of conveying party(ies):

Buzz, Incorporated

- Individual(s)
- General Partnership
- Corporation-State Delaware
- 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 1, 1998

2. Name and address of receiving party(ies)

Name: Los Angeles Magazine, Inc.

Internal Address:

Street Address: 7 West 34th Street

City: New York State: NY ZIP: 10001

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

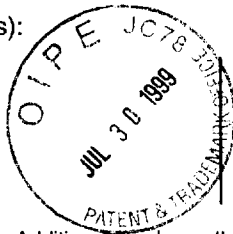
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Registration No. 1,444,072
REgistration No. 1,678,086



Additional numbers attached? Yes No

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

Name: Jeffrey C. Katz, Esq.

Internal Address: DAVIS & GILBERT LLP

Street Address: 1740 Broadway

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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02 FC:482 25.00 DP

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.

Jeffrey C. Katz, Esq.
Name of Person Signing

Jeffrey C. Katz
Signature

7-30-99
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

ASSET PURCHASE AGREEMENT

Exhibit B1

ASSIGNMENT OF TRADEMARKS

Registration No. 1,678,086
Registration No. 1,444,072

WHEREAS, Assignor, BUZZ, INCORPORATED, a Delaware corporation, having its principal place of business at 11845 West Olympic Boulevard, Suite 800, Los Angeles, California 90064, has adopted, used, and is using the marks listed on Schedule A attached hereto, which have been given Registration Nos. 1,678,086 and 1,444,072 by the United States Patent and Trademark Office; and

WHEREAS, Assignee, LOS ANGELES MAGAZINE, INC., a Delaware corporation, having a place of business at 7 West 34th Street, New York, NY 10001, is desirous of acquiring the portion of the business of Assignor to which the marks pertain together with the said trademarks and registrations thereof listed on Schedule A attached hereto;

WHEREAS, Assignor represents and warrants that it has full right, power, and authority to enter into this Assignment Agreement and to perform all of its obligations hereunder. Assignor further represents and warrants that it has neither previously assigned the marks listed on Schedule A attached hereto nor granted any existing license to use said trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, BUZZ, INCORPORATED hereby assigns to LOS ANGELES MAGAZINE, INC. all right, title and interest in and to the said trademarks, together with the goodwill of the business symbolized by the trademarks, and the above-identified registrations thereof.

This "ASSIGNMENT OF TRADEMARKS" is subject to the terms and conditions of an Asset Purchase Agreement executed April 28, 1998.

This Assignment may be executed in counterparts, each of which shall be deemed an original and both of which when, taken together, constitute one and the same instrument, binding on the parties.

The Commissioner of Patents and Trademarks is requested to record this Assignment.

Executed this 1st day of June, 1998.

ASSIGNOR:

BUZZ, INCORPORATED

By: [Signature]
Name: Sharon Chodha
Title: Chairman

ASSIGNEE:

LOS ANGELES MAGAZINE, INC.

By: [Signature]
Name: GRIFFITH W. FOXLEY
Title: VP