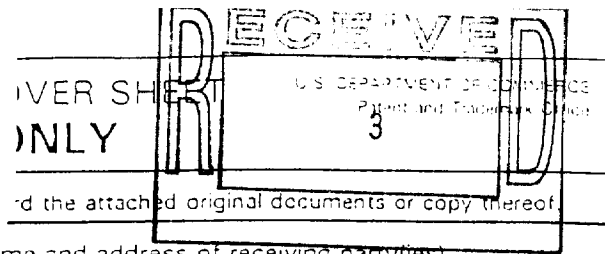


mm
8-13-99

08-19-1999



101121770



To the Honorable Commissioner

and the attached original documents or copy thereof

1. Name of conveying party(ies):

See Attached

- Individual(s)
- General Partnership
- Corporate-State
- 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: _____

2. Name and address of receiving party(ies)

Name: Mailist Associates

Internal Address: _____

Street Address: 240 Fenci Lane

City: Hillside State: IL ZIP: 60162

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

74/590, 295
74/590, 289
74/590, 286

B. Trademark Registration No.(s)

1,827,817
1,827,666
1,817,070

Assignments include the entire portion of the business to which the marks pertain.

Additional numbers attached? Yes No

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

Name: Loeb & Loeb LLP

Internal Address: _____

Attn: James Guerette, Esq.

Street Address: 345 Park Avenue

City: New York State: NY ZIP: 10154

6. Total number of applications and registrations involved: _____

6

7. Total fee (37 CFR 3.41) \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(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 attached copy is a true copy of the original document.

James R. Guerette
Name of Person Signing

James R. Guerette
Signature

8/13/99
Date

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

6

Mail documents to be recorded with required cover sheet information
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

90000084
08/19/1999 MTH/EL
40000 IP
12500 IP
FC:481
FC:482

RECORDATION FORM COVER SHEET ATTACHMENT

Trademark Application Numbers:

74/590,295

74/590,289

74/590,286

Trademark Registration Numbers:

1,827,817

1,827,666

1,817,070

1. Name and address of conveying parties:

a. American Family Enterprises

10 Exchange Place

28th Floor

Jersey City, NJ 07302-3905

Delaware General Partnership

b. Time Inc. Home Entertainment

Time & Life Building

1271 Avenue of the Americas

New York, NY 10020-1393

Delaware Corporation

c. AFP Associates, L.L.C.

c/o Pritzker & Pritzker

200 West Madison Street

Suite 3800

Chicago, IL 60606-3414

Delaware Limited Liability Company

ASSIGNMENT OF TRADEMARKS

WHEREAS, American Family Enterprises, a Delaware general partnership ("American Family Enterprises"), owns a ninety-eight percent (98%) undivided interest, Time Inc. Home Entertainment, a Delaware corporation ("Time Inc. Home Entertainment"), owns a one percent (1%) undivided interest, and AFP Associates, L.L.C., a Delaware limited liability company ("AFP Associates"), owns a one percent (1%) undivided interest (collectively, the "Assignors") in and to certain trademarks, service marks, and trade names (the "Trademarks") including, but not limited to, the Trademarks listed on Schedule A attached hereto and any and all certificates of or applications for registrations relating thereto, which Trademarks Assignors have adopted, used and are using; and

WHEREAS, Assignors wish to contribute and assign to Mailist Associates, a Delaware general partnership ("Assignee"), their respective undivided interests in and to the Trademarks and all related goodwill, together with any and all related certificates of or applications for registrations as well as the right to sue for any past infringement of the Trademarks, and Assignee wishes to accept contribution and assignment of the same.

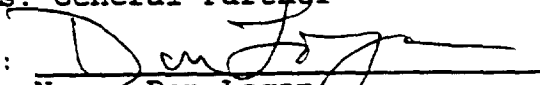
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors do hereby convey, transfer, assign and deliver to Assignee, free and clear of all liens, claims and encumbrances, their respective right, title and interest, in accordance with the percentages set forth above, in and to the Trademarks and the goodwill of the business symbolized thereby, together with any and all related certificates of or applications for registration and any and all causes of action for past infringement of the Trademarks and the registrations thereof.

This Assignment of Trademarks is made effective as of the 1st day of January, 1997.

ASSIGNORS:
AMERICAN FAMILY ENTERPRISES,
a Delaware general partnership

By: Time Inc. Home Entertainment,
a Delaware corporation

Its: General Partner

By: 
Name: Don Logan
Title: President

By: AFP Associates, L.L.C.,
a Delaware limited liability
company

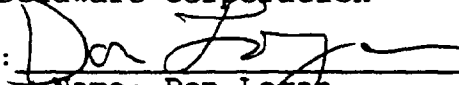
Its: General Partner

By: HYP Corporation, a Delaware
corporation

Its: Member

By: 
Name: Allen M. Turner
Title: President


TIME INC. HOME ENTERTAINMENT,
a Delaware corporation

By: 
Name: Don Logan
Title: President

AFP ASSOCIATES, L.L.C.,
a Delaware limited liability
company

By: HYP Corporation, a Delaware
corporation

Its: Member

By: 
Name: Allen M. Turner
Title: President

ACKNOWLEDGED:
MAILIST ASSOCIATES,
a Delaware general partnership

By: *Naomi Bernstein*
Name: Naomi Bernstein
Title: Vice President

EXPRESS MAILING CERTIFICATE

I, Ivette Lein (name) do hereby certify that the foregoing documents are being deposited with the United States Postal Service as Express Mail postage prepaid in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive Arlington, Virginia 22202-3613 on this date of 8/13/99 (date)

Ivette C. Lein (Signature)
EL112993839US (Express Mail Label Number)
8/13/99 (Date of Deposit)

Direct Dial: 212-407-4861
e-mail: jguerette@loeb.com

August 13, 1999

VIA EXPRESS MAIL

United States Patent and Trademark Office
Assignment Division
Box Assignments, CG-4
1213 Jefferson Davis Highway
Suite 320
Washington, D.C. 20231

Attn: Ms. Tara Washington

Re: Trademark Registration Numbers 1,827,817, 1,827,666,
1,817,070 and Application Numbers 74/590,295, 74/590,289,
74/590,286

Dear Ms. Washington:

Enclosed please find a Cover Sheet for purposes of recordation of the assignment of the above-referenced trademarks from AMERICAN FAMILY ENTERPRISES, TIME INC. HOME ENTERTAINMENT, and AFP ASSOCIATES, L.L.C. to MAILIST ASSOCIATES. In addition, please find the agreement constituting the assignment of the trademarks.

Also enclosed is a check in the amount of \$165.00 made payable to the Commissioner of Patents and Trademarks. This payment represents the \$40.00 fee for the recording of the first of the above-referenced trademarks, and payment of the \$125.00 (\$25.00 x 5) fee for recording each of the five additional trademark registrations and applications.

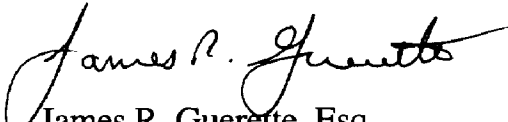
Upon receipt of these documents, please record the assignments of the above-referenced trademark applications and registrations from AMERICAN FAMILY ENTERPRISES, TIME INC. HOME ENTERTAINMENT, and AFP

August 13, 1999

Page 2

ASSOCIATES, L.L.C. to MAILIST ASSOCIATES. Should you have any questions regarding any of the foregoing, please contact me at the number listed above.

Sincerely,


James R. Guerette, Esq.

LS:il
666666666666
NY105397.1

Enclosures

SCHEDULE A

TRADEMARKS

<u>Trademark</u>	<u>U.S. Reg. No.</u>	<u>Date of Reg.</u>
AFP AMERICAN FAMILY PUBLISHERS & Design	1,827,817	March 22, 1994
AMERICAN FAMILY	1,827,666	March 22, 1994
AFP AMERICAN FAMILY PUBLISHERS & Design	1,817,070	January 18, 1994
AMERICAN FAMILY PUBLISHERS	Application No. 74/590,295	Filed: October 25, 1994
AMERICAN FAMILY	Application No. 74/590,289	Filed: October 25, 1994
AFP AMERICAN FAMILY PUBLISHERS & Design	Application No. 74/590,286	Filed: October 25, 1994

<u>Trademark</u>	<u>U.K. Reg. No.</u>	<u>Date of Reg.</u>
BRITISH FAMILY PUBLISHERS	Application No. 2105614	Filed: July 18, 1996
BRITISH FAMILY PUBLISHERS & Design	Application No. 2105619	Filed: July 18, 1996