

11-23-1999



FORM PTO-1594
(Rev. 6-93) **7-1-99**
OMB No. 0651-0011 (exp. 4/94)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101179228

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
American Family Publishers
10 Exchange Place, 27th Floor
Jersey City, NJ 07302

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

Additional name(s) of conveying party(ies) attached?: Yes No

2. Name and address of receiving party(ies):

Name: see attached

Internal Address: _____

Street Address: _____

City: _____ State: _____ ZIP: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- 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

3. Nature of conveyance:

- Assignment : Merger
- Security Agreement : Change of Name
- Other corrective sheet to correct assignment recorded at 17/4/0045. Assignor hereby affirms assignment of entire interest and goodwill.

Execution Date: 1/1/97

4. Application number(s) or registration number(s): Assignments include the entire portion of the business to which the marks pertain

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

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: _____

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)

07/07/1999 INQUIRY 00000329 1827817
02 FC:102 123:00 BP

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.

James R. Guerette James R. Guerette 7/1/99

Name of Person Signing Signature Date

Total number of pages including cover sheet: 6

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

2. Name and address of receiving 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 PUBLISHERS, a Delaware general partnership ("Assignor"), the general partners of which are American Family Enterprises, a Delaware general partnership ("American Family Enterprises"), Time Inc. Home Entertainment, a Delaware corporation ("Time Inc. Home Entertainment"), and AFP Associates, L.L.C., a Delaware limited liability company ("AFP Associates"), has adopted, used and is using and owns 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; and

WHEREAS, Assignor wishes to distribute and assign (i) a ninety-eight percent (98%) undivided interest to American Family Enterprises, (ii) a one percent (1%) undivided interest to Time Inc. Home Entertainment; and (iii) a one percent (1%) undivided interest to AFP Associates (collectively, "Assignees") 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 Assignees wish to accept distribution and assignment of the same.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby convey, transfer, assign and deliver to Assignees in the percentages set forth above, free and clear of all liens, claims and encumbrances, all of Assignor's right, title and interest 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.

ASSIGNOR:
AMERICAN FAMILY PUBLISHERS,
a Delaware general partnership

By: *Jay L. David*
Name: Jay L. David
Title: President

ACKNOWLEDGED:
AMERICAN FAMILY ENTERPRISES,
a Delaware general partnership

By: Time Inc. Home Entertainment,
a Delaware corporation

Its: General Partner

By: *Don Logan*
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: *Allen M. Turner*
Name: Allen M. Turner
Title: President

TIME INC. HOME ENTERTAINMENT,
a Delaware corporation

By: *Don Logan*
Name: Don Logan
Title: President

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

By: HYP Corporation, a Delaware corporation

Its: Member

By: *Allen M. Turner*
Name: Allen M. Turner
Title: President

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