

MRD 10-18-99

10-22-1999

Form PTO-159A (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

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SHEET .Y

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

1. Name of conveying party(ies):
 Alyson Publications, Inc.

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

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

2. Name and address of receiving party(ies):
 Name: Liberation Publications, Inc.
 Internal Address: _____
 Street Address: 6922 Hollywood Boulevard
 City: Los Angeles State: CA ZIP: 90028

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

Execution Date: December 2, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,733,019

Additional numbers attached? Yes No

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

Name: David W. Grace
 Internal Address: Loeb & Loeb LLP

 Street Address: 10100 Santa Monica Boulevard
Suite 2200

 City: Los Angeles State: CA ZIP: 90067

6. Total number of applications and registrations involved: [1]

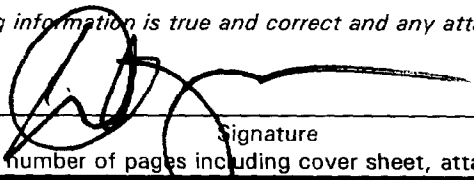
7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-1820
 (Attach duplicate copy of this page if paying by deposit account)

10/21/1999 RTH:11 00000284 1733019
 01 FC:481 40.00 DP 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.

David W. Grace  OCT 15, 1999
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: [3]

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

TRADEMARK
 REEL: 001977 FRAME: 0841



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 07 1999



Bill Jones

Secretary of State

A0518661

ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

CERTIFICATE OF OWNERSHIP

DEC 22 1998

GILL JONES, SECRETARY OF STATE


James M. Franklin and Eugene Kapaloski certify that:

1. They are the president and the secretary, respectively, of Liberation Publications, Inc., a California corporation.
2. This corporation owns all the outstanding shares of Alyson Publications, Inc., a California corporation.
3. The board of directors of this corporation duly adopted the following resolution:

RESOLVED, that this corporation merge Alyson Publications, Inc., its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110 of the California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: December 2, 1998


James M. Franklin,
President


Eugene Kapaloski,
Secretary

SIK10119.A01



RECORDED: 10/18/1999

TRADEMARK
REEL: 001977 FRAME: 0843