

*MXD
12.23.99*

01-19-2000

TRADEMARK



101245792

RECORDATION
TRADEMARKS ONLY

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
 - Security Agreement
 - Merger
 - Change of Name
 - Other
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year

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)

Address (line 3)
City State/Country Zip Code

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

01/19/2000 DECATES 00000077 7932273

FOR OFFICE USE ONLY

01 FC:4B1
02 FC:4B2

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**TRADEMARK
REEL: 002009 FRAME: 0918**

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(212) 415-9269

Name

SANDRA EDELMAN, ESQ.

Address (line 1)

Dorsey & Whitney LLP

Address (line 2)

250 Park Avenue

Address (line 3)

New York, New York 10177

Address (line 4)

Pages

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

#

4

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)

75/532,768

75/620,365

1,198,358

2,297,128

75/639,367

75/645,519

1,510,923

75/699,990

1,149,329

Number of Properties

Enter the total number of properties involved

#

9

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

240

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

#

041425

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing instrument 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

SANDRA EDELMAN

Name of Person Signing



Signature

12/23/99

Date Signed

AMENDED SECURITY AGREEMENT

THIS AMENDED SECURITY AGREEMENT dated as of December 22, 1999, by and among **Peter O. Price**, an Individual ("Lender"), **P Two Publishers, Inc.** ("Assignee"), a New York Corporation and **Avenue Magazine Incorporated**, a Delaware Corporation ("Borrower").

WITNESSETH

WHEREAS, on or about March 1, 1993, Lender and Borrower entered into a Loan and Security Agreement (the "Agreement"), pursuant to which Borrower was entitled to borrow up to a maximum amount of Five Hundred Thousand Dollars (\$500,000) from Lender (the "Loan"), to be secured by certain assets owned by Borrower, all as is more particularly set forth in the Agreement; and

WHEREAS, Lender thereafter assigned its right and obligations under the Agreement to Assignee; and

WHEREAS, on or about December 22, 1999, an Amendment to the Agreement was entered into by and among Lender, Assignee and Borrower (the "Amendment"); and

WHEREAS, Borrower currently is indebted to Assignee for the Loan and Additional Loans as defined in the Amendment for an aggregate amount of One Million and Three Hundred and Eighty Thousand Dollars (\$1,380,000) (the "Total Obligation"); and

WHEREAS, Borrower and Assignee intend that the Total Obligation be secured in the same fashion as the Loan pursuant to the Agreement,

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree that:

1. The Total Obligation, together with any future loans and/or accruals of interest, is hereby deemed to be within and governed by the Agreement, as well as secured by the assets set forth in the Agreement, and the parties' rights and obligations under the Agreement apply to the Total Obligation.
2. Pursuant to the Amendment and the Agreement, the Total Obligation shall be evidenced by a Security Interest, attached hereto as Schedule A with respect to the marks, applications and registrations set forth in Schedule A-1.

IN WITNESS WHEREOF, the parties hereto execute this Amendment as of the date first written above.

P TWO PUBLISHERS, INC.,
a New York corporation

By: 


Its: PRESIDENT

AVENUE MAGAZINE, INCORPORATED,
a Delaware corporation

By: 

Its: PRESIDENT

Peter O. Price



SCHEDULE A

Pursuant to the terms of the Loan and Security Agreement dated as of March 1, 1993, and the Amendment to Loan and Security Agreement dated as of December ~~31~~, 1999, by and between, among others, the debtor and the secured party (collectively, the "Loan Agreements"), all of debtor's right, title and interest in, to and under (i) debtor's accounts receivable, whether now owned or hereafter acquired, (ii) debtor's Trademarks (as defined in the Loan Agreements) and including, but not limited to, the Trademarks listed on Scheduled "A-1" hereto and (iii) debtor's right to receive commissions and certain other amounts, pursuant to the terms of the Service Agreement (as defined in the Loan Agreements) and as more fully set forth in the Assignment of Contract Rights, dated as of March 1, 1993, by and between debtor and secured party.

SCHEDULE A-1

<u>Trademark</u>	<u>Status</u>	<u>Goods/Services</u>	<u>Serial No. or Registration</u>
AVENUE	Pending	Magazine dealing with general subject matter	75/532,768
AVENUE ARTS	Registered	Supplement appearing in magazine	1,198,358
AVENUE ARTS	Registered	Supplement appearing in a magazine	1,510,923
AVENUE ARTS	Pending	Broadcast and cable television shows in the field of entertainment and the arts	75/639,367
AVENUE ARTS	Pending	Website providing information about entertainment and the arts	75/699,990
AVENUE E LOGO	Pending	For printed directories of global network site listings in the field of electronic commerce of luxury consumer products and services to be included as a section in a magazine or sold separately from a magazine	75/620,365
AVENUEMAG.COM	Pending	Providing a web site of information in the fields of the arts, real estate, home furnishings and decor, society, cultural and lifestyle topics of general interest by means of global computer networks and computer information data bases	75/645,519
GUIDE TO THE AVENUES	Registered	A column appearing in a magazine advertising the goods and services of others	1,149,329
ON THE AVENUE	Registered	A magazine devoted to news and features about people and events	2,297,128