

03-23-2000

PLY

Tab settings

To the Honorable Commissioner of P



101295236

attached original documents or copy thereof, address of receiving party(ies):

1. Name of conveying party(ies):

Prairie City Media, Inc. 727 North Hudson Avenue Chicago, Illinois 60610

- Individual(s), General Partnership, Corporation-State - Illinois, Other, Association, Limited Partnership

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

3. Nature of conveyance:

MRD 2.4.00

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: January 28, 2000

Name: Angeleno Magazine Inc.

Internal Address:

Street Address: 5670 Wilshire Boulevard

City: Los Angeles State: CA ZIP:

- 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

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

A. Trademark Application No.(s)

75/557,339

75/628,153

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Juettner Pyle & Piontek

Internal Address: Attn: Paul G. Juettner

Street Address: 221 North LaSalle Street

Suite 850

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 2

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

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

10-1324

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

03/23/2000 JSHABAZZ 00000009 101324 75557339

DO NOT USE THIS SPACE

01 FC:481 40.00 CH 02 FC:482 25.00 CH

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.

Paul G. Juettner

Name of Person Signing

Signature

January 31, 2000

Date

Total number of pages comprising cover sheet: 1

ASSIGNMENT

Assignment made this 28 day of January, 2000 from Prairie City Media, Inc., an Illinois corporation, having a place of business at 727 North Hudson Avenue, Chicago, Illinois 60610 (hereinafter "Assignor") to Angeleno Magazine Inc., a California corporation, having a place of business at 5670 Wilshire Boulevard, Los Angeles, California (hereinafter "Assignee").

Assignor has adopted and used the trademarks listed on attached Exhibit A, is the owner of the applications identified in Exhibit A, and has not previously assigned or otherwise encumbered the Exhibit A trademarks and applications and is free to enter into this Assignment;

Now therefore, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee and its successors and assigns all of its rights, title and interest in and to the trademarks and applications thereof identified in Exhibit A, including the good will of the business associated therewith, in the United States of America and every other country of the world, and all claims for any past infringements of such rights.

Assignee is the successor of the entirety of the business of Assignor as pertains to the trademarks set forth on Exhibit A.

For the above recited considerations, Assignor agrees for itself and for its successors and assigns that it will, at the request and expense of Assignee, its successors and assigns, execute and deliver, without further consideration, any and all assignments and documents, and perform such other acts as it lawfully may, that may be deemed necessary by the Assignee, and its successors and assigns, fully to secure its interest as aforesaid and to obtain or maintain registrations in any and all countries.

This Assignment shall inure to the benefit of and be binding on the parties and their respective successors and assigns.

Wherefore, Assignor has caused this Assignment to be executed by its corporate officer, who personally represents that he is duly authorized to enter into this Assignment.

PRAIRIE CITY MEDIA, INC.

By Michael Blaise Kong
Michael Blaise Kong, President

Accepted: ANGELENO MAGAZINE INC.

By Michael Blaise Kong

EXHIBIT A

Trademarks:

ANGELINO

U.S. Trademark Application No. 75/557,339

ANGELENO

U.S. Trademark Application No. 75/628,153