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TRADEMARK

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignor	Source Enterprises, Inc.
Registration No. 1,954,494	Trademark: THE SOURCE
Registration No. 2,325,708	Trademark: THE MAGAZINE OF HIP HOP MUSIC, CULTURE & POLITICS
Registration No. 2,323,481	Trademark: OUR ATHLETES OUR VOICE
Registration No. 2,264,663	Trademark: THE SOURCE SPORTS

Box Assignment
Assistant Commissioner for Trademarks
Washington, DC 20231

Trademark Assignment Recordation Form Cover Sheet

Dear Sir:

Please record the attached original document.

- Name of conveying party. Source Enterprises, Inc.
- Name and Address of Receiving Party. Source Magazine, LLC; having offices located at 215 Park Avenue South, New York, NY 10003
- Nature of Conveyance: Assignment. Execution Date: March 31, 2000
- Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

Gene S. Winter, Registration No. 28,352
Attorney for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

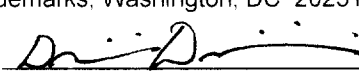
04/28/2000 JSHABAZZ 00000013 1954494

01 FC:481
02 FC:482

40.00 EP
75.00 OP

Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Box Assignment, Commissioner for Parents and Trademarks; Washington, DC 20231.

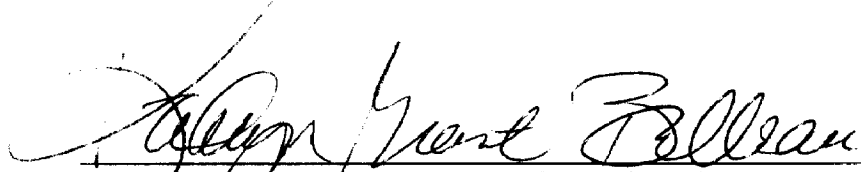
April 4, 2000


Danielle Dominici

- 5 Registration Numbers: 1,954,494; 2,325,708; 2,323,481 and 2,264,663
- 6 Total Number of Registrations Involved: 4.
- 7 Total Fee (37 CFR 3.41) \$115.00 due. A check for this amount is enclosed.
- 8 Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
- 9 Statement and Signature. Total number of pages including cover sheet, attachments and document are 6. To the best of my knowledge and belief, the foregoing information is true and correct and any copy submitted herewith is a true copy of the original document.
10. Domestic Representative. The Trademark Owner has designated the following person as its Domestic Representative:

Gene S. Winter, Esq., Registration No. 28,352
Kathryn Grant Belleau, Esq.
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street; Stamford, CT 06905

Respectfully submitted,



Gene S. Winter, Registration No. 28,352
Kathryn Grant Belleau, Esq.
Attorneys for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

ASSIGNMENT OF TRADEMARKS

WHEREAS, Source Enterprises, Inc., f/k/a Source Publications, Inc., having a principal office located at 215 Park Avenue South, New York, N.Y. 10003 (hereafter "Assignor"), has adopted and owns the trademarks as identified in the attached Schedule A; and

WHEREAS, Assignor is currently using the marks identified in the attached Schedule B in connection with the publication of magazines and periodicals in print and other media, including electronic media, and has acquired common law rights therein; and

WHEREAS, Assignor has applications for registration currently pending in the United States, Canada and Great Britain, as identified in the attached Schedule C; and

WHEREAS, Source Magazine, LLC, a limited liability company organized under the laws of the State of New York, having offices at 215 Park Avenue South, New York, N.Y. 10003 (hereafter "Assignee"), is desirous of acquiring all rights, title and interest in and to said trademarks as set forth in the attached Schedule A, Schedule B and Schedule C for use in connection with the publication of magazines and periodicals in print and other media, including electronic media;

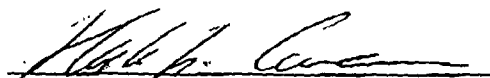
NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign, grant, transfer and otherwise convey to Assignee, its successors and assigns, its entire right, title and interest in and to the said trademarks, for use in connection with the publication of magazines and periodicals in print and other media, including electronic media, including but not limited to, all of Assignor's common-law rights and applications and registrations pertaining thereto, as well as all of the good will of the business symbolized by said trademarks, and the right to sue for past present or future infringements thereof.

SOURCE ENTERPRISES, INC.
f/k/a SOURCE PUBLICATIONS, INC.

By: David Mays
David Mays
Its President

STATE OF NEW YORK : ss.
COUNTY OF NEW YORK :

On this 31st day of March, 2000, before me personally came David Mays, President of Source Enterprises, Inc, to me known and known to me to be the same person described herein and who executed the foregoing instrument and duly acknowledged to me that this document was executed as a free act and deed.


Notary Public

MATT G. CARLSTON
Notary Public State of New York
Commission Expires in New York County
Exp. 01/31/03
Commission #020000004, 2000

SCHEDULE A

Registered Trademarks

1. OUR ATHLETES. OUR VOICE., Registration Number 2,323,481
2. THE SOURCE, Registration Number 1,954,494
3. THE SOURCE SPORTS, Registration Number 2,264,663
4. THE MAGAZINE OF HIP-HOP MUSIC, CULTURE & POLITICS, Registration Number 2,325,708

SCHEDULE B

Common Law Marks

5. CARLITO'S WAY
6. COAST TO COAST
7. EAR TO THE STREET
8. FASHIONATION
9. FAT TAPE
10. HIP-HOP HALL OF FAME
11. HIP-HOP QUOTABLE
12. INDEPENDENT'S DAY
13. MICROPHONE CHECK
14. PLAYERS 2 PLAYAZ
15. OFF THA HEAD
16. UNSIGNED HYPE

SCHEDULE C

Pending Registrations

1. S AND DESIGN, Application Number 75/565,428
2. THE SOURCE, (Great Britain) Application Number 2,166,702
3. THE SOURCE, (Canada) Application Number 873,289