



05-22-2000

Department of Commerce
Patent and Trademark Office
TRADEMARK

05-15-2000



U.S. Patent & TMO Form TM Mail Rpt/Dt. #70

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 - Merger
 - Change of Name
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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
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Enter the total number of pages of the attached conveyance document including any attachments.

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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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,009,674"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,679,326"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,399,365"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Alexandra Nicholson

Name of Person Signing

Signature

May 15, 2000

Date Signed

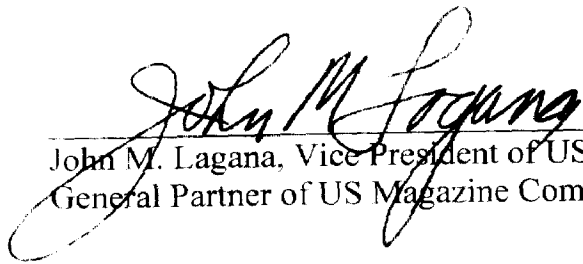
NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, US Magazine Company, L.P., a Delaware limited partnership, with its principal place of business at 1290 Avenue of the Americas, New York, New York 10104 ("Assignor"), is the owner of all the right, title, and interest in and to the trademarks (the "Marks") set forth on Schedule A attached hereto, the registrations for them, and all associated good will; and

WHEREAS, US Magazine LLC, a Delaware limited liability company, with its principal place of business at 1290 Avenue of the Americas, New York, New York 10104 ("Assignee"), is desirous of acquiring all, right, title and interest in and to the Marks and the registrations associated with them, together with the goodwill of the business symbolized by and associated with the Marks and their respective registrations and the right to sue for and recover damages for past infringements of the Marks and to stand in the place of Assignor in all matters related thereto;

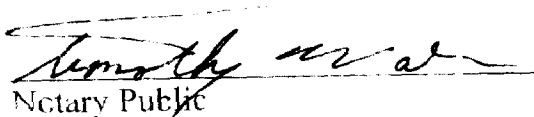
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby transfer and assign to Assignee, its successors and assignees, *nunc pro tunc* as of December 31, 1999, all right, title, and interest in and to the Marks and the registrations associated with them, together with the goodwill of the business symbolized by and associated with the Marks and their

respective registrations and the right to sue for and recover damages for past
infringements of the Marks and to stand in the place of Assignor in all matters related
thereto.



John M. Lagana, Vice President of US Magazine Corporation,
General Partner of US Magazine Company, L.P.

Sworn to before me this
2 day of February, 2000


Notary Public

TIMOTHY M. WALSH
Notary Public, State of New York
No. 4987425
Qualified in New York County
Certificate Filed in New York County
Commission Expires Oct 15, 2002

Schedule A

<u>Mark</u>	<u>Registration Number</u>
LOOSE TALK	Reg. No. 2,009,674
US	Reg. No. 1,679,326
US (Stylized)	Reg. No. 1,399,365

#05697



Assistant Commissioner for Trademarks

February 4, 2000

Page 2

Accordingly, to effectuate this recordation, enclosed please find the following documents:

1. Recordation Cover Sheet;
2. Trademark Assignment;
3. Schedule A; and
4. Check number 2293 in the amount of \$90.00 representing payment of the appropriate filing fee.

Kindly correspond with the undersigned of this office if there are any questions relating to the above recordation.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alexandra Nicholson', written over a horizontal line.

Alexandra Nicholson

Enclosures

cc: Mr. John M. Lagana

#65837