

05/02/00

EL380014945US

RECORDATION FORM COVER SHEET

MAY -2 AM 11: 09

05-24-2000

OPR/FINANCE
To the Honorable Commission
original documents or copy the



ase record the attached

101366694

<p>1. Name of conveying party: Source Enterprises, Inc. f/k/a Source Publications, Inc. 215 Park Avenue South New York, New York 10003</p> <p><input checked="" type="checkbox"/> Corporation of Delaware</p>	<p>2. Name and address of receiving party: Source Magazine, LLC. 215 Park Avenue South New York, New York 10003</p> <p><input checked="" type="checkbox"/> Limited Liability Company organized under the laws of the State of New York</p>
<p>3. Nature of conveyance: Assignment</p> <p>Execution Date: <u>March 31, 2000</u></p>	<p>4. Trademark Registration/Application Nos.: 2,325,708; 2,323,481; 2,264,663; 1,954,494; and 75/565,428</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>James D. Kole, Esq. Nixon Peabody LLP Clinton Square Post Office Box 1051 Rochester, New York 14603</p>	<p>6. Total number of Registrations/Applications involved: 5</p>
<p>7. Total fee (37 CFR 3.41) \$140.00</p> <p>[\$140.00] Check is enclosed.</p>	<p>8. Deposit Account Number: 14-1138</p> <p><input checked="" type="checkbox"/> Charge any additional fees to account.</p>
<p>05/23/2000 JSHABAZZ 00000112 2325708</p> <p>01 FC:481 02 FC:482</p> <p style="text-align: center;">(40.00 DP 100.00 DP)</p> <p style="text-align: center;">DO NOT USE THIS SPACE</p>	

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true and correct copy of the original document.

Kristen E. Mollnow
Kristen E. Mollnow

April 30, 2000
Date

[Total number of pages: 5]

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;

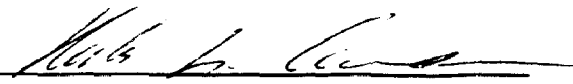
NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign, grant, transfer and otherwise convey to Assignee, its successors and assigns, its entire right, title and interest in and to the said trademarks, for use in connection with the publication 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

NOTARY PUBLIC
STATE OF CALIFORNIA
COMMISSION EXPIRES
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