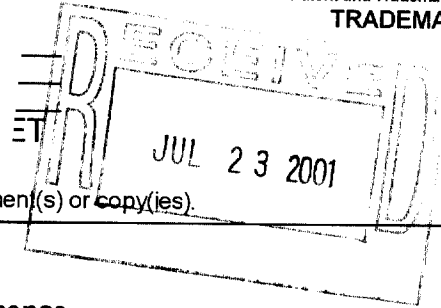


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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID# _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name 3/17/00
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Name The Hearst Corporation

Month Day Year
3/17/00

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name Exln, LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 988 Market Street, 5th Floor

Address (line 2) _____

Address (line 3) San Francisco

City

CA

State/County

94102

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization California

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.)

FOR OFFICE USE ONLY

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TRADEMARK

REEL: 002338 FRAME: 0928

Domestic Representative Name and Address

Enter for the First Receiving Party only.

Name Ted Y. Fang

Address (line 1) ExIn, LLC

Address (line 2) 988 Market Street, 5th Floor

Address (line 3) San Francisco, CA 94102

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number 415-777-3999

Name Kimberly G. Russell

Address (line 1) Steinhart & Falconer LLP

Address (line 2) 333 Market Street, Suite 3200

Address (line 3) San Francisco, California 94105

Address (line 4) _____

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

1

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)

1,875,244

1,884,901

Number of Properties

Enter the total number of properties involved.

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 80.00

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:

19-4215

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.

Kimberly G. Russell

Name of Person Signing



Signature

7/24/01

Date Signed

TRADEMARK ASSIGNMENT

THIS AGREEMENT is made by and between **The Hearst Corporation**, a corporation organized and existing under the laws of the State of Delaware, located and doing business at 959 Eight Avenue, New York, New York 10019 ("**Hearst**") and **ExIn LLC**, a limited liability corporation organized and existing under the laws of the State of California, located and doing business at 988 Market Street, 5th Floor, San Francisco, California 94102 ("**ExIn**"), and effective as of March 17, 2000 (the "Effective Date").

WHEREAS, **Hearst** and **ExIn** have entered into an Asset Purchase Agreement dated March 17, 2000, which closed on July 27, 2000.

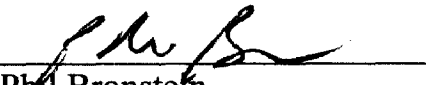
WHEREAS, Pursuant to the Asset Purchase Agreement, **Hearst** desires to assign to **ExIn** all of **Hearst's** rights, title and interest in and to the following federal trademark registrations (the "Marks"), together with the goodwill of the business pertaining thereto:

- | | | | |
|----|--------------------------|--------------------------|-----------|
| 1. | FAT CITY | Federal Registration No. | 1,875,244 |
| 2. | DESIGN (Fat City) | Federal Registration No. | 1,884,901 |

NOW THEREFORE, in consideration of the foregoing premises, the mutual covenants and agreements contained in the Asset Purchase Agreement and the covenants and agreements in this Assignment, **Hearst** hereby transfers and assigns to **ExIn** all of **Hearst's** right, title and interest in and to said Marks and the Federal Registrations therefore, along with the goodwill of the business associated therewith and symbolized thereby.

IN WITNESS WHEREOF, **Hearst** has caused this document to be executed by its authorized officer, as of the Effective Date written above.

THE HEARST CORPORATION

Signature: 
Name: Phil Bronstein
Title: Senior Vice President & Executive Editor
Dated: 7/24/01