

12-03-2001



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U.S. Department of Commerce
Patent and Trademark Office

HEET

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11-27-01

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 American Demographics, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State New York
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 11/1/01

2. Name and Address of receiving party(ies)
 Name: Media Central IP Corp.
 Address: 745 Fifth Avenue
 New York, New York 10151

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 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): See Schedule Attached

A. Trademark Application No.(s) B. Trademark Registration No.(s)
 Additional numbers attached? Yes No

73000778

5. Name and address of party to whom correspondence concerning document should be mailed:
 Cowan, Liebowitz & Latman, P.C.
 1133 Avenue of the Americas
 New York, NY 10036-6799

11-27-2001
 U.S. Patent & TMO/TM Mail Rcpt Dt. #11

6. Total number of applications and registrations involved:
 Two (2)

7. Total fee (37 CFR 3.41)..... \$ 65.00
 Enclosed
 Any deficiency is authorized to be charged to
 Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Lawrence Greene [Signature] 11 27 01
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

11/30/2001 LNWELLER 00000138 73200778

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

LWG/BEM/24418/00/495642.1

TRADEMARK
REEL: 002400 FRAME: 0951

TRADEMARK ASSIGNMENT

WHEREAS, American Demographics, Inc., a corporation organized and existing under the laws of New York, with a place of business located at 127 West State Street, Ithaca, New York 14850 ("Assignor"), had adopted, used and was the owner of certain trademarks, service marks and trade names, and registrations and applications therefor, set forth in Exhibit A (the "Marks"); and

WHEREAS, Media Central IP Corp., a Delaware corporation, having an address at 745 Fifth Avenue, New York, New York 10151 ("Assignee"), has heretofore acquired all rights, title and interest in and to said Marks with the good will of the business symbolized thereby;

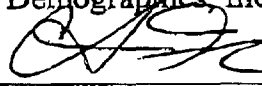
WHEREAS, Assignee is a successor to the business of the Assignor, or portion thereof, to which the Marks pertain, and that business is existing and ongoing; and

WHEREAS, the aforesaid parties are desirous of confirming the acquisition of said Marks by Assignee as of November 1, 2001;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does confirm that it has assigned and hereby does assign, transfer, and convey unto Assignee, its successors and assigns, absolutely and forever, all rights, title and interest in and to the said Marks, whether statutory or at common law, together with the goodwill of the business symbolized by them throughout the world and such other trademarks, service marks, trade names and trade dress as may be owned by Assignor and used in conjunction with the Marks, and all registrations and pending applications therefor, in all countries throughout the world (collectively, "All Marks") and all patents, patent applications, copyrights and rights under copyright, whether statutory or at common law, related to the business conducted under All Marks ("Patents and Copyrights"), together with all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor agrees to execute such further papers and do such other acts as may be necessary and proper to vest full title in All Marks, Patents and Copyrights in the Assignee or which may be necessary to obtain, renew, issue or enforce All Marks, Patents and Copyrights.

American Demographics, Inc.

By:  _____

Name: Christopher Fraser

Title: Vice-President

EXHIBIT A

Mark	Application Number/ Date	Registration Number/ Date	Classes
AMERICAN DEMOGRAPHICS (STYLIZED)	73/200778 1/22/79	1149331 3/24/81	16
AMERICAN DEMOGRAPHICS	73/771387 12/27/88	1565881 11/14/89	16

BEM/BEM/24418/00/495074.6

RECORDED: 11/27/2001

**TRADEMARK
REEL: 002400 FRAME: 0954**