

04-05-2002

TRADEMARKS ONLY

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To the



102044678

Patents and Trademarks:

Patent or copy thereof.

4.1.02

1. Name of Party(ies) conveying an interest:

CITIZENS BANK OF MASSACHUSETTS, successor in interest to STATE STREET BANK AND TRUST COMPANY

Entity:

___ Individual(s) ___ Association

___ General Partnership ___ Limited Partnership

___ Corporation of _____

X Other Massachusetts Trust Company

Additional name(s) of conveying party(ies) attached:

___ yes X no



2. Name and Address of Party(ies) receiving an interest:

Name: SOURCE ENTERPRISES, INC.
(formerly known as SOURCE PUBLICATIONS, INC.)

Street Address: 215 Park Avenue South, 11th Floor

City: New York

State/Zip Code: New York 10003

Entity:

___ Individual(s) ___ Association

___ General Partnership ___ Limited Partnership

X Corporation of Delaware

___ Other _____

Citizenship _____

If not domiciled in the United States, a domestic representative designation is attached:

___ yes ___ no

(The attached document must not be an assignment)

Additional name(s) and addresses attached:

___ yes X no

3. Description of the interest conveyed:

___ Assignment ___ Change of Name X Other: Release of security interest

___ Security Agreement ___ Merger

Execution date of attached document March 29, 2002

4. Application number(s) or registration number(s). Additional sheet attached? ___ yes X no

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,954,494

2,323,481

2,264,663

2,331,475

2,325,708

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Richard Y. Kim, Esq.
FIRM: McDermott, Will & Emery
Address: 600 13th Street, N.W.
City/State/Zip: Washington, D.C. 20005-3096

6. Number of applications and registrations involved: 5

7. ___ The \$ _____ filing fee is enclosed.

8. XX Please charge the \$140.00 filing fee to Deposit Account No. 500417. (duplicate copy of this page attached)

9. XX Please charge any deficiencies in fees or credit any overpayment to Deposit Account No. 500417.

04/04/2002 BT0N11 00000066 500417 1954494

01 FC:481 40.00 CH
02 FC:482 100.00 CH

DO NOT USE THIS SPACE

10. 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.

Richard Y. Kim, Esq.
Name of Person Signing

Signature

April 1, 2002
Date

Total number of pages comprising coversheet: 1

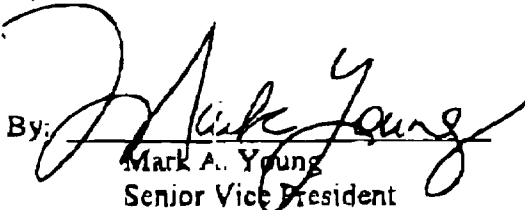
RELEASE OF SECURITY INTEREST

FOR GOOD AND VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, CITIZENS BANK OF MASSACHUSETTS, a Massachusetts bank ("Citizens Bank") with banking offices at 53 State Street, Boston, Massachusetts 02109, as assignee of all of the secured party's rights and interest to the Security Agreement between State Street Bank and Trust Company, a Massachusetts trust company ("State Street"), and Source Enterprises, Inc. (formerly known as Source Publications, Inc.), a Delaware corporation ("Source"), dated April 22, 1999, and as assignee of all of the secured party's rights and interest to the Security Agreement between State Street and Source, dated March 6, 1997, pursuant to the Assignment Agreement between State Street Bank and Citizens Bank, hereby expressly acknowledges the termination of and releases all of its right, title, and interest, including any collateral assignment or security interest, in and to all property of every nature, tangible and intangible, fixed or contingent, personal or real, and the proceeds thereof, owned by Source, and/or any of its affiliates, parents, subsidiaries, predecessors, successors and assigns, including, without limitation, all of the trademarks, service marks, trademark registrations, service mark registrations, and any applications for registration thereof owned by Source, including, without limitation, all trademarks, trademark registrations, service marks, and service mark registrations set forth on Schedule A attached hereto, and any licenses thereof and rights with respect thereto, and requests that this termination and release be made of record in the United States Patent and Trademark Office and indexed against the United States trademark registrations and service mark registrations set forth on said Schedule A.

CITIZENS BANK OF MASSACHUSETTS,
a Massachusetts bank

Date: March 29, 2002

By:


Mark A. Young
Senior Vice President

SCHEDULE A

A security interest granted by Source Enterprises, Inc. to STATE STREET BANK AND TRUST COMPANY, on April 22, 1999, was recorded against the following trademark registrations on July 13, 1999, at Reel/Frame 1927/0098:

MARK	REG. NO.	REG. DATE
OUR ATHLETES.OUR VOICE	2,323,481	02/29/00
THE SOURCE SPORTS	2,264,663	07/27/99
THE SOURCE	2,331,475	03/21/00
THE MAGAZINE OF HIP-HOP MUSIC, CULTURE AND POLITICS	2,325,708	03/07/00

A security interest granted by Source Publications, Inc. to STATE STREET BANK AND TRUST COMPANY, on December 30, 1996, was recorded against the following trademark registration on January 6, 1997, at Reel/Frame 1564/0395:

MARK	REG. NO.	REG. DATE
THE SOURCE	1,954,494	02/06/96

NYK 763296-2 063965.0011