

08-15-2002



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Docket No.:

41936/0033

Tab settings

To the Honorable Commissioner of Pate.

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Industrial Bank of Japan Trust Company
 (successor by merger to IBJ Whitehead Bank and Trust Company) **8.13.02**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other **New York banking corporation**

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **Source Magazine, LLC**

Internal Address: _____

Street Address: **215 Park Avenue South, 11th Floor**

City: **New York** State: **NY** ZIP: **10003**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **New York limited liability company**

If assignee is not domiciled in the United States, a domestic designation is Yes N
 (Designations must be a separate document from
 Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other **Release of Assignment**

Execution Date: **July 31, 2002**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2323481	1954494
2325708	2264663
2356796	

Additional numbers Yes No

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

Name: **Andrea A. Jacobs**

Internal Address: **Edwards & Angell, LLP**

Street Address: **101 Federal Street**

City: **Boston** State: **MA** ZIP: **02110**

6. Total number of applications and registrations involved:..... 5

7. Total fee (37 CFR 3.41):.....\$ **\$140.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

08/14/2002 DBYRNE 00000799 2323481 DO NOT USE THIS SPACE

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

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.

Andrea A. Jacobs *Andrea Jacobs* **August 5, 2002**

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

**ACKNOWLEDGMENT AND GENERAL RELEASE OF ASSIGNMENT OF
TRADEMARKS**

WHEREAS, **SOURCE MAGAZINE, LLC**, a New York limited liability company, with an address at 215 Park Avenue South, 11th Floor, New York, New York 10003 (the "**Company**"), has adopted, used and is using the mark or marks shown on **Schedule A** attached hereto (the "**Marks**"), which are registered in the United States Patent and Trademark Office under the registration numbers identified on **Schedule A** adjacent to each of the Marks; and

WHEREAS, **THE INDUSTRIAL BANK OF JAPAN TRUST COMPANY**, successor by merger to IBJ Whitehall Bank & Trust Company, having its head office at

_____, as Administrative Agent (the "**Agent**") for the Lenders (as defined in said Credit Agreement referred to below), entered into (i) a certain Credit Agreement dated as of March 31, 2000, as amended, restated, supplemented and modified from time to time; and (ii) a certain Security Agreement dated as of March 31, 2000, as amended, restated, supplemented and modified from time to time (collectively, the "**Agreements**"); and

WHEREAS, pursuant to such Agreements the Company granted to the Agent for the benefit of the Lenders a security interest in and to the Marks, the good will of the business symbolized by the Marks and the registrations thereof, evidenced by the security agreements recorded with the United States Patent and Trademark Office as of May 2, 2000 and June 20, 2001 (the "**Security Agreements**"), which Security Agreements secured all the Obligations (as defined in the Agreements) of the Corporation; and

WHEREAS, the Agent and the Lenders are willing to release their security interest in and to the Marks, the good will of the business symbolized by the Marks and the registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby releases all of its right, title and interest in and to the Marks, the good will of the business symbolized by the Marks and the registrations thereof. The Agent hereby agrees to execute and deliver at the request of the Company, all documents and certificates, and to perform any other reasonable acts that the Company may require in order to effectuate the release of the security interest in the Marks held by the Agent pursuant to the Agreements and the Security Agreements.

IN WITNESS WHEREOF, the Agent, expressly intending to be legally bound hereby, has caused this Acknowledgment and General Release of Assignment of Trademarks to be executed by its duly authorized officer as of this 31st day of July, 2002.

THE INDUSTRIAL BANK OF JAPAN TRUST
COMPANY

By: James Dunleavy
Its: Managing Director

STATE OF NY

COUNTY OF NY

This instrument was acknowledged before me on this 31st day of July, 2002, by James Dunleavy, as officer of THE INDUSTRIAL BANK OF JAPAN TRUST COMPANY, as the successor by merger to IBJ Whitehall Bank & Trust Company, and acknowledged that he/she executed the foregoing Acknowledgment and General Release of Trademarks as his/her free act and deed before me on behalf of Lender, as duly authorized agent thereof.

Winnie Lee
Notary Public
My commission expires:

[SEAL]

WINNIE LEE
Notary Public, State of New York
No. 01LE5056490
Qualified in New York County
Commission Expires 03/04/2004

SCHEDULE A

TRADEMARKS

Owner	Trademark	Serial No.	Filing Date	Reg. No.	Reg. Date
Source Magazine LLC,	OUR ATHLETES OUR VOICE	75/566,491	10/7/98	2,323,481	2/29/00
Source Magazine, LLC	THE MAGAZINE OF HIP-HOP MUSIC, CULTURE AND POLITICS	75/567,003	10/7/98	2,325,708	3/7/00
Source Magazine, LLC	S (words and design)	75/565,428	10/7/98	2,356,796	6/13/00
Source Magazine, LLC	THE SOURCE	74/583,551	10/7/94	1,954,494	2/6/96
Source Magazine, LLC	THE SOURCE SPORTS	75/476,692	4/29/98	2,264,663	7/27/99