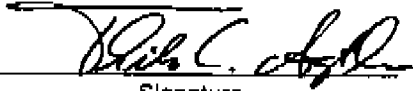


Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings $\Rightarrow \Rightarrow \Rightarrow$	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): The Magazine Press, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>Bertelsmann AG</u> Internal Address: _____ Street Address: <u>Carl-Bertelsmann-Strasse 270</u> City: <u>Guetersloh</u> State: _____ Zip: <u>33311</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Germany</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>	
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>02/05/2003</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ _____ B. Trademark Registration No.(s) <u>1730157,</u> <u>1610182, 1243228</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Thomas Backen, Esq.</u> Internal Address: _____ <u>Alston & Bird LLP</u> Street Address: <u>90 Park Avenue</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10016-1387</u>	6. Total number of applications and registrations involved: 3 7. Total fee (37 CFR 3.41): \$ <u>90.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>230380</u>	
DO NOT USE THIS SPACE		
9. Signature <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Thilo C. Agthe</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>February 12, 2003</u> Date </div> </div> <div style="text-align: right; margin-top: 5px;"> 6 </div>		

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement ("Assignment") is executed and delivered this 5th day of February, 2003, by The Magazine Press, Inc. ("Assignor").

WHEREAS, Assignor and Bertelsmann AG ("Assignee"), are parties to that certain asset purchase agreement ("Asset Purchase Agreement"), dated as of February 5, 2003, pursuant to which Assignee is purchasing certain intellectual property assets of Assignor; and

WHEREAS, pursuant and subject to the terms of the Asset Purchase Agreement, Assignor has agreed to sell, assign, transfer, convey and deliver all of its right, title and interest in and to certain trademarks to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby declares as follows:

1.0 Definition. The term "Assigned Trademarks" means the trademarks and trademark registrations set forth in Exhibit 1.0 attached hereto and incorporated by this reference.

2.0 Assignment. Assignor hereby sells, assigns, transfers, conveys and delivers to Assignee all of Assignor's right, title and interest in and to the Assigned Trademarks and all goodwill annexed to the Assigned Trademarks and associated with the business symbolized thereby, including without limitation Assignor's right to sue for and remedies against past, present and future infringements of any or all of the foregoing and rights of priority and protection of interests therein under the laws of any jurisdiction worldwide.


3.0 Further Assistance. Assignor agrees, without further consideration, to execute, acknowledge, and deliver all such further certificates, conveyance instruments, consents, and other documents as Assignee may reasonably request to properly vest and record title in Assignee and to perfect Assignee's right, title, and interest in, and enjoyment of, the Assigned Trademarks.

4.0 Governing Law. This Assignment shall be governed and construed in accordance with the law of the State of New York, without giving effect to conflicts of law principles thereof.

[Signatures are set forth on the following page.]

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be duly executed on its behalf as of the date first above written.

Assignor:
The Magazine Press, Inc.

By: 
Jonathan R. Wells
President

ACKNOWLEDGED AND ACCEPTED:

Assignee:
Bertelsmann AG


By: 
Robert J. Posch, Jr.
Attorney in Fact

Exhibit 1.0 to Trademark Assignment Agreement
Assigned Trademarks

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Country</u>
Stacked book design	1,730,157	November 3, 1992	US
Circulo de Lectores	1,610,182	August 14, 1990	US
Circulo de Lectores CL (and design)	1,243,228	June 21, 1983	US

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In the matter of the Assignment of :
 :
 U.S. Reg. Nos. 1,730,157 :
 1,610,182 :
 1,243,228 :
 :
 Assignor: The Magazine Press, Inc. :
 :
 Assignee: Bertelsmann AG :
 _____ :

REVOCATION OF POWER OF ATTORNEY AND APPOINTMENT OF NEW ATTORNEYS FOR TRADEMARK REGISTRATIONS

Bertelsmann AG, owner by assignment of the above-referenced trademark registrations, hereby revokes any and all previous Powers of Attorney and appoints Stephanie Denkowicz, Thilo C. Agthe, Alan Behr and Edward M. Prince, all of the firm of Alston & Bird LLP, as its attorneys to receive all correspondence concerning the registrations and to take all other actions with regard to the registrations.

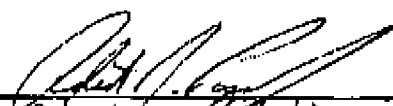
DESIGNATION OF DOMESTIC REPRESENTATIVE

Stephanie Denkowicz of Alston & Bird LLP (NY), whose postal address is 90 Park Avenue, New York, New York 10016-1387, United States of America, is hereby designated the assignee/registrant's domestic representative upon whom notice or process in proceedings affecting the above-captioned trademark registrations may be served.

Respectfully submitted;

Bertelsmann AG

Date: 2/10/03

By: 
 Name: Robert J. Poshinski
 Title: **Attorney in Fact**