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REI 102518328

J.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): Pace Communications, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies) Name: Fairchild Publications, Inc. Internal Address: Street Address: 7 West 34th Street City: New York State: NY Zip: 10001 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State Connecticut [ ] 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

3. Nature of conveyance: [X] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1687124 Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Eric E. Gisolfi Internal Address: Sabin Bermant & Gould Street Address: Four Times Square City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40. [ ] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 19-0004

DO NOT USE THIS SPACE

9. Signature. Eric E. Gisolfi July 30, 2003 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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

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TRADEMARK REEL: 002796 FRAME: 0180

## ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks is made July 25, 2003, by and between Pace Communications, Inc., a North Carolina Corporation ("Pace") and Fairchild Publications, Inc., a Connecticut corporation ("FPI").

WHEREAS, Pace and FPI are parties to an Asset Purchase Agreement dated as of July 25, 2003 (the "Asset Purchase Agreement"), which provides, among other things, for the transfer by Pace to FPI of certain assets relating to the Publication (as such term is defined in the Asset Purchase Agreement) on the terms and conditions set forth in the Asset Purchase Agreement; and

WHEREAS, Pace has adopted, used and registered certain trademarks, trade names and titles; and

WHEREAS, FPI is desirous of acquiring all common law and all other rights to such trademarks, trade names and titles; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Pace does hereby sell, assign, transfer and set over unto FPI all right, title and interest in and to all trademarks, trademark registrations, trade names and titles, shown on the attached schedule, together with any and all good will associated with the use of the aforesaid trademarks, trade names and titles owned by Pace.

IN WITNESS WHEREOF, Pace has executed this Assignment of Trademarks as of the date first above written.

PACE COMMUNICATIONS, INC.

By: Edward J. Casfo

**TRADEMARK SCHEDULE**

<u>Mark</u>	<u>Registered Owner</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
ELEGANT BRIDE	Pace Communications, Inc.	5/12/1992	1687124