

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lewit &LeWinter/Freedom, LLC		05/14/2004	Limited liability company: DELAWARE

RECEIVING PARTY DATA	
Name:	Freedom Magazines, Inc.
Street Address:	17666 Fitch Aveune
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92614
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2572494	GIRL
Registration Number:	2092300	MODE

CORRESPONDENCE DATA	
Fax Number:	(949)760-9502
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	949-760-0404
Email:	efiling@kmob.com
Correspondent Name:	Steven J. Nataupsky
Address Line 1:	2040 Main Street
Address Line 2:	Fourteenth floor
Address Line 4:	Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER:	FREED.031GEN
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NAME OF SUBMITTER:	Steven J. Nataupsky
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Total Attachments: 3
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TRADEMARK ASSIGNMENT

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of the 14th day of May, 2004, by and between Lewit & LeWinter/Freedom, LLC, a Delaware limited liability company (hereinafter referred to as "ASSIGNOR"), and Freedom Magazines, Inc., a California corporation having a place of business at 17666 Fitch Avenue, Irvine, CA 92614 (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR has adopted, used, is using, and is, to the best of its knowledge and belief, the owner of the trademarks listed in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademarks") worldwide;

WHEREAS, ASSIGNOR has acquired goodwill associated with and symbolized by said Trademarks and has not abandoned the same;

WHEREAS, ASSIGNOR is the owner of the federal trademark registrations relating to the Trademarks listed in Schedule B, attached hereto and incorporated herein by reference (hereinafter collectively referred to as "Registrations");

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title, and interest in and to the Trademark and Registrations worldwide and any other registered or unregistered trademarks owned or used by ASSIGNOR or any of its licensees worldwide; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademarks and Registrations worldwide and any other registered or unregistered trademarks owned or used by ASSIGNOR or any of its licensees worldwide;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns and sells to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the following:

- (1) the Trademarks set forth in Schedule A;
- (2) the Registrations set forth in Schedule B; and
- (3) any other registered or unregistered trademarks owned or used anywhere in the world by ASSIGNOR or any of its licensees;

together with the goodwill symbolized by said Trademarks, Registrations, and other registered or unregistered trademarks owned or used anywhere in the world by ASSIGNOR or any of its licensees concurrent with the transfer of certain tangible assets as indicia of said goodwill.

Executed this 14th day of May, 2004.

Lewit & LeWinter/ Freedom, LLC
a Delaware limited liability company

By: [Signature]
 Name: Nancy S. Trillo
 Title: VP Corp Controller

STATE OF CALIFORNIA
)
) ss.
COUNTY OF ORANGE

On May 14, 2004, before me, Katherine Bartzoff, personally appeared Nancy S. Trillo,
personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person(s) whose name(s) is/are
subscribed to the within instrument, and acknowledged to me that it executed the same in its authorized capacity(ies), and
that by its signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.

[SEAL]

Katherine Bartzoff
Signature



SCHEDULES TO TRADEMARK ASSIGNMENT**SCHEDULE A**

Marks:

GIRL
MODE**SCHEDULE B**

Federal Trademark Registrations:

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>INTL. CLASS</u>
GIRL	2,572,494	05/08/02	16
MODE	2,092,300	08/26/97	16

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