

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patent and Trademarks: Please record the attached original documents or copy thereof.


<p>1. Name of conveying party(ies):</p> <p>THE STERLING/MACFADDEN PARTNERSHIP</p> <p><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 of New York <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: January 23, 2004</p>	<p>2. Name and address of receiving party(ies):</p> <p>DORCHESTER MEDIA, LLC 333 Seventh Avenue New York, New York 10001-5004</p> <p><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 - <u>State of New York</u> <input type="checkbox"/> Other _____</p> <p>Domestic representative is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. (A.) Trademark Application No.(s)</p>	<p>4. (B.) Trademark Registration No.(s)</p> <p>2259511 2690492 2180238 1515337</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Correspondence should be mailed to:</p> <p>VICTOR M. TANNENBAUM ABELMAN, FRAYNE & SCHWAB 150 East 42nd Street New York, New York 10017</p>	<p>6. Total number of applications and registrations involved:..... 4</p> <p>7. Total fee (37 CFT 3.41): \$ <u>115.00</u></p> <p><input type="checkbox"/> Enclosed (The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account Deposit account number: <u>01-0035</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

8. 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.

VICTOR M. TANNENBAUM  11/19/04
Name of Person Signing Signature Date

Total number of pages comprising cover sheet, attachments and documents: 6

CH \$115.00 010035 2259511

DECLARATION

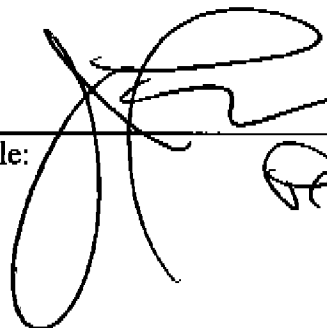
I, JOHN C PREBICHT of Dorchester Media, LLC ("Dorchester"), do hereby make the following declaration on behalf of Dorchester:

1) Pursuant to the terms of an Asset Purchase Agreement effective as of January 23, 2004, Dorchester acquired, inter alia, all right, title and interest in and to the following trademarks registered in the United States of America and the goodwill associated therewith from The Sterling/MacFadden Partnership:

<u>TRADEMARK</u>	<u>NUMBER</u>
METAL EDGE	2259511
METAL MANIACS	2690492
THE BEST OF SECRETS	2180238
TRUE STORY	1515337

2) The statements herein are true and are based on my own knowledge. Further, these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or document or any registration resulting therefrom.

Executed this 1st day of November, 2004

By  JOHN C PREBICHT
 Title: Pres. & CEO

UNITED STATES

REVOCAATION
AND
NEW POWER OF ATTORNEY

Mark: TRUE STORY
 Registration: 1515337
 Serial No.:
 Class(es):
 Owner: Dorchester Media, LLC

POWER OF ATTORNEY

Applicant hereby revokes all previous Powers of Attorney and hereby appoints jointly and severally, with full power of substitution, the power of appointment of an associate attorney and the power of revocation

Lawrence E. Abelman
 Jeffrey A. Schwab
 Victor M. Tannenbaum
 Peter J. Lynfield
 Alan J. Hartnick
 Caridad Piñeiro Scordato
 Julianne Abelman

Jonathan W. Gumpert
 Marsha G. Ajhar
 Norman S. Beier
 Thomas E. Spath
 Julie B. Seyler
 Marie-Anne Mastrovito
 Constance Golden

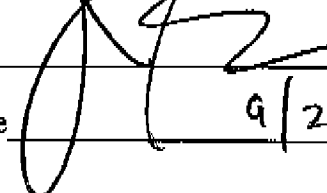
members of the Bar of the State of New York, whose address is

ABELMAN, FRAYNE & SCHWAB
 150 East 42nd Street
 New York, New York 10017-5612 U.S.A.

to transact business in the Patent and Trademark Office in connection with our trademarks, applications therefor, and registrations which have or will issue thereon.

By _____

Date _____

 JOHN C Riebert
9/27/04

TRADEMARK
REEL: 002980 FRAME: 0661

UNITED STATES

REVOCAATION
AND
NEW POWER OF ATTORNEY

Mark: METAL EDGE
 Registration: 2259511
 Serial No.:
 Class(es):
 Owner: Dorchester Media, LLC

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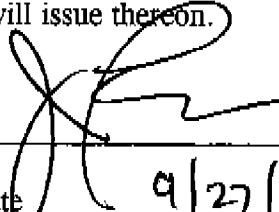
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 JOHN C. Probitch
9/27/04

TRADEMARK
REEL: 002980 FRAME: 0662

UNITED STATES

REVOCAATION
AND
NEW POWER OF ATTORNEY

Mark: THE BEST SECRETS

Registration: 2180238

Serial No.:

Class(es):

Owner: Dorchester Media, LLC

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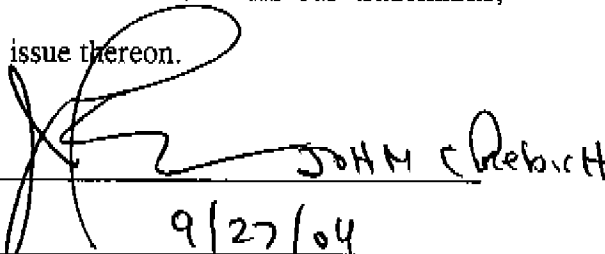
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By

Date


JOHN C. Reberich
9/27/04

TRADEMARK
REEL: 002980 FRAME: 0663

UNITED STATES**REVOCATION****AND****NEW POWER OF ATTORNEY**

Mark: METAL MANIACS

Registration: 2690492

Serial No.:

Class(es):

Owner: Dorchester Media, LLC

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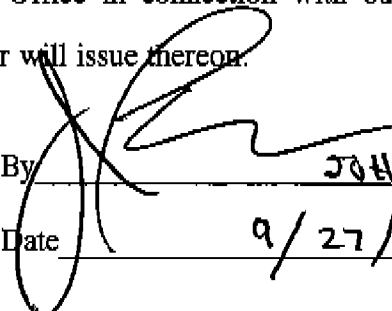
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