

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.

1. Name of conveying party(ies):

STERLING'S MAGAZINES, INC.

- Individual(s)
- General Partnership
- Corporation - State of New York
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

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

DORCHESTER MEDIA, LLC
333 Seventh Avenue
New York, New York 10001-5004

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State of New York
- Other _____

Domestic representative is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: January 23, 2004

4. (A.) Trademark Application No.(s)

4. (B.) Trademark Registration No.(s)

1346134

Additional numbers attached? Yes No

5. Correspondence should be mailed to:

VICTOR M. TANNENBAUM
ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017

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

7. Total fee (37 CFT 3.41): \$ 40.00

Enclosed
(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)

Authorized to be charged to deposit account
Deposit account number: 01-0035

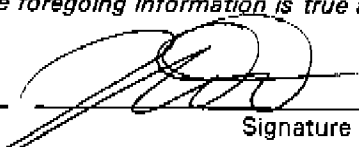
(Attach duplicate copy of this page if paying by deposit account)

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
Name of Person Signing



Signature

11/19/04
Date

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

CH \$40.00 010035 1346134

DECLARATION

I, John C. Rebirth 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 Sterling's Magazines, Inc.:

TRADEMARK
RIGHT ON!

NUMBER
1346134

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
Title:

JOHN C. REBIRTH
Pres. & CEO

