

03-17-2005



RECORDATI

TRADEMARKS 102960887

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

3-14-05

1. Name of conveying party(ies):

Niche Media Holdings, LLC

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other Limited Liability Company -

Citizenship (see guidelines) New York

Additional names of conveying parties attached? Yes No

3. Nature of conveyance / Execution Date(s) :

Execution Date(s) February 10, 2005

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Boston Commonwealth Media, LLC

Internal Address: _____

Street Address: 257 Park Avenue South

City: New York

State: New York

Country: USA Zip: 10010

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____

Other LLC Citizenship New York

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
76/625,113

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Eric H. Melzer, Esq.

Internal Address: c/o Greenbaum, Rowe, Smith & Davis LLP

Street Address: 99 Wood Avenue South

City: Iselin

State: New Jersey Zip: 08830

Phone Number: (732) 549-5600

Fax Number: (732) 549-1881

Email Address: emelzer@greenbaumlaw.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$80.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____ Expiration Date _____

b. Deposit Account Number 500718

Authorized User Name Eric H. Melzer

9. Signature: Eric Melzer

Signature

3/11/05

Date

Eric H. Melzer

Name of Person Signing

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

03/16/2005 BYRNE 0000036 300713 76623113

01 FC:8521
02 FC:8522

40.00 BR
25.00 BR

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT AND ASSUMPTION OF TRADEMARKS AGREEMENT

WHEREAS, NICHE MEDIA HOLDINGS, LLC, a New York limited liability company having its principal place of business at 257 Park Avenue South, 5th Floor, New York, New York 10010 (the "Assignor"), has used and is the owner of the trademarks set forth on Exhibit A attached hereto and made a part hereof (collectively, the "Trademarks"); and

WHEREAS, BOSTON COMMONWEALTH MEDIA, LLC a New York limited liability company having its principal place of business at 257 Park Avenue South, 5th Floor, New York, New York 10010 (the "Assignee"), is desirous of acquiring any and all rights that the Assignor may have in and to the Trademarks and the applications and registrations therefor, together with the goodwill of the business in connection with which the Trademarks are used and which is symbolized by the Trademarks, along with the right to recover for damages and profits for past infringements thereof;

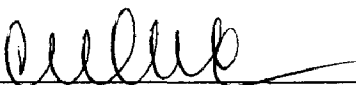
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor does hereby assign unto the Assignee all right, title and interest in and to the Trademarks, and the registrations and the applications therefor for the United States and throughout the world, together with the goodwill of the business in connection with which the Trademarks are used and which is symbolized by the Trademarks, along with all rights of action, powers and benefits accruing to the Trademarks, including without limitation, the right to recover for damages and profits for past infringements thereof.

The Assignor agrees to execute and deliver at the request of the Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all the Assignor's rights, title and interest in and to the Trademarks in the Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of the Assignor.

IN WITNESS WHEREOF, this Assignment is executed, delivered and made effective as of the 10 day of February, 2005

ASSIGNOR:

NICHE MEDIA HOLDINGS, LLC

By: 
Caryn Whitman, Chief Operating Officer

ASSIGNEE:

BOSTON COMMONWEALTH MEDIA, LLC


By: 
Caryn Whitman, Chief Operating Officer

EXHIBIT A

TRADEMARKS

<u>Mark</u>	<u>Serial #</u>	<u>Date of Application</u>
BOSTON COMMONWEALTH	76/625,113	December 20, 2004
COMMONWEALTH	78/450,793	July 14, 2004