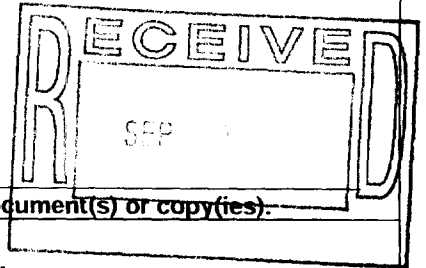


09-18-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



9-11-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Jacqueline Murray Co. Inc.

Execution Date
Month Day Year
8 7 98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Minnesota

Receiving Party

Mark if additional names of receiving parties attached

Name Third Age Media, Inc.

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) 585 Howard Street

Address (line 2) _____

Address (line 3) San Francisco CA 94105
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation
- Other _____
- Citizenship/State of Incorporation/Organization California

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

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Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Michelle Brownlee

Michelle Brownlee

9/8/98

Name of Person Signing

Signature

Date Signed

EXHIBIT A

ASSIGNMENT OF MARKS

WHEREAS, Jacqueline Murray Co. Inc. ("Assignor"), a Minnesota corporation located and doing business in Minneapolis, Minnesota, has adopted, used and is using the following marks: **THIRD AGE QUARTERLY, THIRD AGE WOMAN, THE THIRD AGE WOMAN** and **THE THIRD AGE** (collectively, the "Marks") which are the subject of trademark registrations in the United States Patent and Trademark Office as follows:

Trademark: **THIRD AGE QUARTERLY**
Registration No.: **2,097,568**
Registration Date: **September 16, 1997**

Trademark: **THIRD AGE WOMAN**
Registration No.: **2,045,763**
Registration Date: **March 18, 1997**

Trademark: **THE THIRD AGE WOMAN**
Registration No.: **2,045,764**
Registration Date: **March 18, 1997**

and are the subject of trademark registrations in the State of Minnesota as follows:

Trademark: **THE THIRD AGE**
Registration No.: **21848**
Registration Date: **January 26, 1994**

Trademark: **THE THIRD AGE**
Registration No.: **21966**
Registration Date: **February 22, 1994**

Trademark: **THE THIRD AGE**
Registration No.: **21964**
Registration Date: **February 22, 1994**

Trademark: **THE THIRD AGE**
Registration No.: **21965**
Registration Date: **February 22, 1994**

Trademark: **THE THIRD AGE WOMAN**
Registration No.: **24,668**
Registration Date: **February 16, 1996**

WHEREAS, Third Age Media, Inc. ("Assignee"), a California corporation located and doing business in San Francisco, California, is desirous of acquiring the Marks;

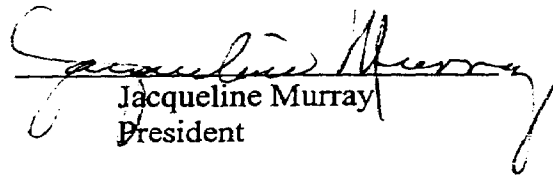
NOW, THEREFORE, for good and valuable consideration the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all its right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by and associated with the Marks.

Signed this 7th day of August, 1998.

ASSIGNOR

JACQUELINE MURRAY CO. INC.

By:


Jacqueline Murray
President