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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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MRD 1-12-00



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To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce, Washington, D.C. 20231, the attached original documents or copy thereof.

1. Name of conveying party(ies):
Distribution Systems of America, Inc.

Individual(s)..... Association
 General Partnership..... Limited Partnership
 Corporation-State **New York**
 Other

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

2. Name and address of receiving party(ies):
 Name: **DSA Community Publishing, LLC**

Internal Address: _____

Street Address: **235 Pinelawn Road**

City: **Melville** State: **NY** ZIP: **11747**

Individual Citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other **Delaware Limited Liability Company**

If assignee is not domiciled in the United States, a domestic representative designation attached: **n/a** Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other **Bill of Sale**

Execution Date: **February 11, 1999**

4. Application number(s) or registration number(s):
 A. Trademark Application Nos.(s) **75/540979; 75/549123; 75/599299; 75/699014; 75/700664**

B. Trademark registration No.(s) **1,840,490; 1,884,859; 2,199,902; 2,212,898; 2,301,061**

Additional numbers attached? Yes No

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

Name: **Katherine L. McDaniel, Esq.**

Internal Address: **Legal C-5**

Street Address: **220 West 1st Street**

City: **Los Angeles** State: **CA** ZIP: **90012**

6. Total number of applications and registrations involved: **10**

7. Total fee (37 CFR 3.41)..... **\$ 265.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **20-1115**

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

DO NOT USE THIS SPACE

9. 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.

Katherine L. McDaniel
 Name of Person Signing

Signature

1/10/00
 Date

Total number of pages comprising cover sheet **2**

Mail documents to be recorded with required cover sheet Information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002013 FRAME: 0817

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Distribution Systems of America, Inc., a New York corporation ("DSA"), pursuant to that certain Contribution and Assumption Agreement (the "Contribution Agreement") dated as of February 11, 1999, by and among DSA Community Publishing, LLC, a Delaware limited liability company ("LLC"), and DSA, in exchange for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, has this day contributed, conveyed, transferred and assigned, and by these presents does hereby contribute, convey, transfer and assign to LLC, all of DSA's right, title and interest in and to all of the Transferred Assets (as defined in the Contribution Agreement) of DSA, TO HAVE AND TO HOLD the entire right, title and interest in and to such Transferred Assets hereby conveyed, transferred and assigned to LLC for its own use, benefit and behalf forever.

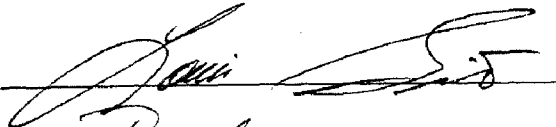
Simultaneously with delivery of this Bill of Sale, DSA is herewith delivering to LLC all documents and materials relating to the Transferred Assets. DSA hereby represents and warrants that the documents and materials being delivered to LLC herewith constitute all material documents and materials in DSA's possession or under DSA's control relating to or associated with the Transferred Assets.

IN WITNESS WHEREOF, DSA, intending to be legally bound hereby, has caused this Bill of Sale to be duly executed and delivered to LLC as of this 11th day of February, 1999.

Distribution Systems of America, Inc.

By: _____

Title: _____


President