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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MKD 1-10-00



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To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Newport Media, Inc.

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

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)

B. Trademark registration No.(s) **2,099,752; 1,987,803**

Additional numbers attached? Yes No

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

Name: **Avis Frazier-Thomas, 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: [**2**]

7. Total fee (37 CFR 3.41)..... \$ **65.00**

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

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U.S. Patent & TMO/TM Mail Rpt Dt. #01

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.

Avis Frazier-Thomas
Name of Person Signing

Avis Frazier Thomas
Signature

1-7-2000
Date

Total number of pages comprising cover sheet [**3**]

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

TRADEMARK
REEL: 002023 FRAME: 0489

BILL OF SALE

Handwritten: Newport Media

KNOW ALL MEN BY THESE PRESENTS, that each of Newport Media, Inc., a Delaware corporation ("Newport"), Marketeer, Inc., a New York corporation ("Marketeer"), and Newport Acquisition II, Inc., a Delaware corporation ("NAI"), 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"), Marketeer, NAI and Newport, 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 Newport's, Marketeer's and NAI's right, title and interest in and to all of the Transferred Assets (as defined in the Contribution Agreement) of Newport, Marketeer and NAI, 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, each of Newport, Marketeer and NAI is herewith delivering to LLC all documents and materials relating to the Transferred Assets. Each of Newport, Marketeer and NAI hereby represents and warrants that the documents and materials being delivered to LLC herewith constitute all material documents and materials in each of Newport, Marketeer and NAI's possession or under each of Newport, Marketeer and NAI's control relating to or associated with the Transferred Assets.

IN WITNESS WHEREOF, each of Newport, Marketeer and NAI, 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.


NEWPORT MEDIA, INC.

By: Raymond A. Jansen
Name: RAYMOND A. JANSEN
Title: PRESIDENT

MARKETEER, INC.

By: Raymond A. Jansen
Name: RAYMOND A. JANSEN
Title: PRESIDENT

^{MEDIA}
NEWPORT ACQUISITION II, INC.

By: Raymond A. Jansen 
Name: RAYMOND A. JANSEN
Title: PRESIDENT