



RECORDA

01-24-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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1 original documents or copy thereof.

U.S. Patent & TMO/TM Mail Rpt Dt. #57

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

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

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **Contribution and Assumption Agreement**

- Merger
- Change of Name

Execution Date: February 11, 1999

4. Application number(s) or registration number(s):

A. Trademark Application Nos.(s)

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

4. Application number(s) or registration number(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

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

Signature

12-23-99
Date

Total number of pages comprising cover sheet 4

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

TRADEMARK
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FC:401
FC:402

CONTRIBUTION AND ASSUMPTION AGREEMENT

By and Among

DSA COMMUNITY PUBLISHING, LLC,

formerly known as NMTW, LLC,

NEWPORT MEDIA

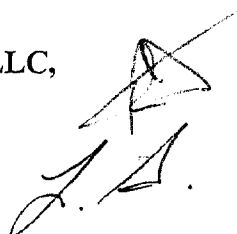
ACQUISITION II, INC.,

MARKETEER, INC.

and

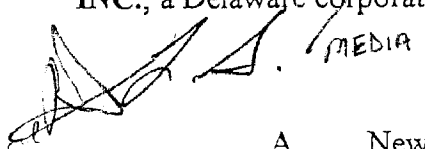
NEWPORT MEDIA, INC.

Dated as of February 11, 1999

Handwritten signature or initials in black ink, appearing to be 'J.A.' with a large 'A' above it.

CONTRIBUTION AND ASSUMPTION AGREEMENT

This **CONTRIBUTION AND ASSUMPTION AGREEMENT** (this "Agreement"), is dated as of February 11, 1999, by and among **DSA COMMUNITY PUBLISHING, LLC**, formerly known as NMTW, LLC, a Delaware limited liability company ("LLC"), **NEWPORT ACQUISITION II, INC.**, a Delaware corporation ("NAI"), **MARKETEER, INC.**, a New York corporation ("Marketeer"), and **NEWPORT MEDIA, INC.**, a Delaware corporation ("Newport").



RECITALS

A. Newport and its two subsidiaries, Marketeer and NAI, are currently engaged in the business of the publication of community-based advertising periodicals ("the Newport Business").

B. Distribution Systems of America, Inc., a New York corporation ("DSA"), is currently engaged in the business of the publication and distribution of editorial and advertising materials, "shoppers" and other products (the "DSA Business").

C. DSA, Newport, Marketeer and NAI have formed LLC to operate the DSA Business and the Newport Business.

D. Marketeer, NAI, Newport and LLC are entering into this Contribution and Assumption Agreement, pursuant to which each of Newport, Marketeer and NAI is contributing to LLC certain Transferred Assets, in exchange for which each of Newport, Marketeer and NAI will receive a Member Interest in LLC.

E. Concurrently herewith, DSA and LLC are entering into a Contribution and Assumption Agreement (the "DSA Contribution Agreement"), which is substantially similar to this Agreement, pursuant to which DSA is contributing to LLC certain assets, in exchange for which DSA will also receive a Member Interest in LLC.

AGREEMENT

NOW, THEREFORE, in consideration of the premises, and the mutual representations, warranties, covenants and agreements hereinafter set forth, the parties hereto agree as follows.

ARTICLE I.

DEFINITIONS

1.01. Definitions. In addition to the terms defined elsewhere in this Agreement, the following capitalized terms shall have the following meanings when used herein:

IN WITNESS WHEREOF, the parties hereto have caused this Contribution and Assumption Agreement to be duly executed by their respective authorized officers as of the day and year first above written.

NEWPORT:

NEWPORT MEDIA, INC.

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

MARKETEER:

MARKETEER, INC.

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

NAI:

NEWPORT ACQUISITION II, INC.

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

LLC: