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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

09-14-1998



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U.S. Patent & TMO/TM Mail Rcpt Dt. #10

Commissioner of F

attached original documents or copy thereof.

1. Name of conveying party(ies):

TM CENTURY, INC.

- Individual(s)
- General Partnership
- Corporation-State (DELAWARE)
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: ON AIR WORLDWIDE MEDIA, INC.

Internal Address:

Street Address: 2629 MAIN STREET # 123

City: SANTA MONICA State: CA ZIP: 90405

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State NEVADA
- Other

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)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: SEPTEMBER 9, 1998

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,717,223
(ULTIMATE DIGITAL STUDIO)

Additional numbers attached? Yes No

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

Name: W. KIRK MCCORD

Internal Address: P.O. Box 835105

RICHARDSON, TX 75083

Street Address:

City: State: ZIP:

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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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.

W. KIRK MCCORD

Name of Person Signing

W. Kirk McCord

Signature

SEPTEMBER 14, 1998

Date

Total number of pages comprising cover sheet:

1

ASSIGNMENT

WHEREAS, TM CENTURY, INC., a corporation organized under the laws of the State of Delaware (hereinafter "Assignor"), having a mailing address at 2002 Academy, Dallas, Texas 75234-9220, is the owner of United States Trademark Registration No. 1,717,223 (hereinafter the "Registration") for the trademark ULTIMATE DIGITAL STUDIO (hereinafter the "Trademark");

WHEREAS, On Air Worldwide Media, Inc., a corporation organized under the laws of the State of Nevada (hereinafter "Assignee"), having a mailing address at 2629 Main Street #123, Santa Monica, California 90405, desires to acquire the entire right, title and interest in and to the Registration and the Trademark, together with the goodwill associated therewith;

NOW, THEREFORE, in consideration of the foregoing recitals and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor has sold, assigned, transferred and conveyed and does hereby sell, assign, transfer and convey to Assignee the entire right, title and interest in and to the Registration and Trademark, together with the goodwill associated therewith.

Assignor covenants and agrees that it will, at any time upon the request and at the expense of Assignee, execute and deliver any and all papers and do all lawful acts that may be necessary or desirable, in the opinion of Assignee, to enable and assist Assignee to establish, maintain and secure title in Assignee, its successors and assigns, to the Trademarks.

Assignee represents and covenants that no assignment, mortgage, sale, license, pledge, encumbrance or alienation of any of the Trademarks has been or will be made or entered into which would conflict with this Assignment.

Assignor requests the Commissioner of Patents and Trademarks to record this Assignment.

ASSIGNOR

TM CENTURY, INC.

By: Neil W. Sargent

Title: Pres - CEO

STATE OF TEXAS)

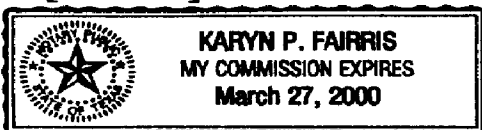
COUNTY OF DALLAS)

On this 9th day of September, 1998, before me personally appeared Neil W. Sargent, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the attached Assignment instrument on behalf of the corporation therein named, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, and that he was authorized by the Bylaws of the Assignor or a resolution of its Board of Directors to execute said Assignment instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public in and for the State of
Texas

Texas
[S E A L]



Karyn P. Fairris

My Commission Expires: March 27, 2000