

07-05-2002

OVER SHEET ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



To the Honorable Commission

102143971

cord the attached original documents or copy thereof.

1. Name of conveying party(ies): Vibe Ventures

7.2.02

- Individual(s), Association, General Partnership - California, Limited Partnership, Corporation, Other

Additional name(s) of conveying parties attached? [] Yes [x] No

2. Name and address of receiving parties:

Name: Vibe Ventures LLC

Internal Address:

Street Address: 205 Lexington Avenue

City: New York State: New York Zip: 10016

Country: USA

- Individual(s) Citizenship, Association, General Partnership, Limited Partnership, Corporation, Other - Delaware limited liability company

If Assignee is not domiciled in the United States, a domestic representative designation is attached [] yes [] no

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

3. Nature of conveyance:

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

Effective Date: June 16, 1997

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

A. Trademark Application No(s):

B. Trademark Registration No(s)

2,144,655

Additional numbers attached? [] Yes [X] No

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

Name: RIORDAN & McKINZIE

Internal Address:

Street Address: 300 South Grand Avenue 29th Floor,

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved in this request for correction: [1]

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

[X] Enclosed Check No. 103632

Any additional fees which may be required are

[X] Authorized to be charged to deposit account No. 50-1367

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.

Diane M. Lambillotte Name of Person Signing

Diane M. Lambillotte Signature

June 26, 2002 Date

Total number of pages including cover sheet, attachments, and documents: [7 including check]

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the date needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C., 20503.

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TRADEMARK REEL: 002537 FRAME: 0381

TRADEMARK ASSIGNMENT

WHEREAS, **Vibe Ventures**, a California general partnership, with its principal place of business at 11100 Santa Monica Boulevard, Suite 1910, Los Angeles, California 90025 ("Assignor"), has adopted, owns and is using the trademark listed on Exhibit A hereto (the "Mark");

WHEREAS, Assignor has applied to register the Mark on the Principal Register of the United States Patent and Trademark Office, which has subsequently matured into a registration, for the goods and/or services identified therein; and

WHEREAS, **Vibe Ventures LLC**, a Delaware limited liability company, with a principal place of business at 205 Lexington Avenue, New York, New York 10016 ("Assignee"), desires to acquire the Mark, the above-referenced application/registration therefor, and accompanying goodwill in connection with the Mark;

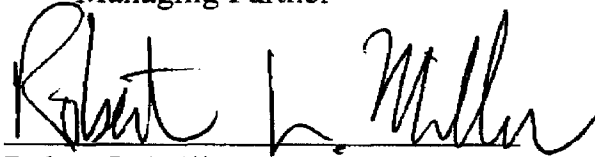
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, and transfers to Assignee, its successors and assigns, all right, title, and interest in and to the Mark, together with any and all goodwill of the business symbolized by the Mark, and the application/registration thereof.

This assignment is effective as of as June 16, 1997.

VIBE VENTURES

By: Goldrush Media, LLC

Managing Partner



Robert L. Miller

Manager