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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

02 Holdings, LLC

2-7-03

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

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

3. Nature of conveyance:

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

Execution Date:

2. Name and address of receiving party(ies)

Name: Just Friends Productions, Inc.

Internal

Address:

Street Address: 166 Garfield Place

City: Brooklyn State: NY Zip: 11215

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State New York, 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

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

A. Trademark Application No.(s)

76/091833

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Jan Kleeman, Esq.

Internal Address: Scarola Reavis & Parent

Street Address: 888 Seventh Avenue

45th Floor

City: New York State: NY Zip: 10106

6. Total number of applications and registrations involved:



7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(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.

Jan Kleeman Name of Person Signing

Jan Kleeman Signature

Jan 30, 2003 Date

Total number of pages including cover sheet, attachments, and document:

02/10/2003 LMUELLER 00000234 76091833

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

FC:8521

40.00 DP

TRADEMARK REEL: 002668 FRAME: 0401

## ASSIGNMENT OF APPLICATION OF A MARK

Agreement, dated as of the 17th day of December, 2002, between O2 Holdings, LLC, a Delaware limited liability company having an address at 75 Ninth Avenue, New York, New York 10011 (the "Assignor"), and Just Friends Productions, Inc., a New York corporation having an address at 166 Garfield Place, Brooklyn, New York 11215 (the "Assignee").

WHEREAS, the Assignor has acquired, used and/or is or was intending to use the trademark "BREAKUP GIRL" (the "Mark"); and

WHEREAS, the Assignor filed five (5) applications for trademark registration of the Mark in the United States Patent and Trademark Office ("PTO"), filed on July 18, 2000 and July 20, 2000, to which the Registrar assigned Serial Nos. 76/091833, 76/091834, 76/092173, 76/093073 and 76/093225 (the "U.S. Applications"), for the following services:

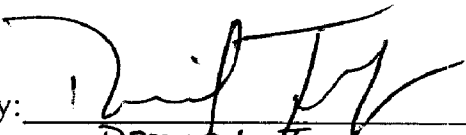
Providing online electronic bulletin boards and chat rooms for transmission of messages among computer users featuring romantic advice (Serial Number 76/091833); clothing, namely, hats, visors, bandanas, scarves, jackets, coats, pullovers, sweat shirts, sweaters, shirts, vests, pants, jeans, sweat pants, shorts, skirts, dresses, bathing suits, beach and bathing cover-ups, pajamas, bathrobes, socks, shoes, boots, sneakers, sandals, slippers, underwear, body suits, leotards, tights, leggings, sweat bands and belts (Serial Number 76/091834); pre-recorded video tapes, audio cassettes, audio discs, video tapes, video cassettes and video discs featuring romantic advice; sunglasses; binoculars; bicycle helmets; radios; personal stereos; headphones; audio tape players, audio cassette players; audio disc players; video tape players, video cassette players, video disc players; radios combined with alarm clocks; cameras; audio tape recorders, audio cassette recorders, audio disc recorders, video cassette recorders and video disc recorders; personal digital assistants and wireless telephones (Serial Number 76/092173); educational and entertainment services featuring romantic advice provided by means of broadcast, cable and satellite television, a global computer network and audio and visual media; and entertainment services, namely, live comedy performances (Serial Number 76/093073); and printed publications, namely books, magazines and newsletters featuring romantic advice; posters, paper banners; stationery, specifically notebooks, notepads, pens, pencils, diaries, photo albums, scrap books, calendars, paper gift bags, stickers, bumper stickers and plastic or paper bags for merchandise packaging (Serial Number 76/093225).

WHEREAS, the Assignor is selling, transferring and assigning all of its rights, title and interest in and to the Mark, the U.S. Applications, any and all other pending applications related to the Mark filed by the Assignor and/or any of its affiliates, parent or subsidiary companies, including, but not limited to, Oxygen Media, Inc. and Oxygen Media, LLC, and any and all other uses of the Mark, and the Assignee is desirous of acquiring the Mark, the above-referenced U.S. Applications and any and all other applications related to the Mark filed by the Assignor and/or any of its affiliates, parent or subsidiary companies,

including, but not limited to, Oxygen Media, Inc. and Oxygen Media, LLC.


NOW, THEREFORE, for the sum of Ten (\$10) Dollars, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor does hereby assign to the Assignee all rights, title and interest in and to the Mark, together with the good will of the business symbolized by the Mark, the above-identified U.S. Applications and any and all other applications related to the Mark filed by the Assignor and/or any of the Assignor's affiliates, parent or subsidiary companies, including but not limited to Oxygen Media, Inc. and Oxygen Media, LLC.

O2 HOLDINGS, LLC

By:   
Name: Daniel Feitz  
Title: Secretary

AGREED AND ACCEPTED

JUST FRIENDS PRODUCTIONS, INC.

By:   
Name: Lynn C. Harris  
Title: Co-President

State of New York )  
County of New York )


On this 19th day of December, 2002, before me personally came Daniel M. Taitz, the person who signed this instrument, to me known and who, by me duly sworn, did depose and say that s/he is the Secretary of O2 HOLDINGS, LLC, the corporation described in, and which executed the foregoing instrument, and that deponent signed deponent's name by order of the board of the corporation identified herein.

  
\_\_\_\_\_  
Notary Public

MITCHELL K. AARON  
Notary Public, State of New York  
No. 4683364  
Qualified in Nassau County  
Commission Expires February 28, 2003

State of New York )  
County of ~~New York~~ )  
KINGS

On this 18th day of December, 2002, before me personally came Lynn C. Hamz, the person who signed this instrument, to me known and who, by me duly sworn, did depose and say that s/he is the CO-PRESIDENT of JUST FRIENDS PRODUCTIONS, INC., the corporation described in, and which executed the foregoing instrument, and that deponent signed deponent's name by order of the board of the corporation identified herein.

  
\_\_\_\_\_  
Notary Public

JOSEPH BERMAN  
Notary Public, State of New York  
No. 24-0265320  
Qualified in Kings County  
Commission Expires July 31, 2005