

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ValNets, Inc.		12/08/2004	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Digital Bridges Limited		
Street Address:	1C Greencoat House, Francis Street		
City:	Victoria, London		
State/Country:	UNITED KINGDOM		
Postal Code:	SW1P 1DH		
Entity Type:	COMPANY: UNITED KINGDOM		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2643124	IPLAY	
CORRESPONDENCE DATA			
Fax Number:	(617)248-7100		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-248-7000		
Email:	tadmin@tht.com		
Correspondent Name:	Testa, Hurwitz & Thibault, LLP		
Address Line 1:	125 High Street		
Address Line 2:	Attn: Trademark Administrator		
Address Line 4:	Boston, MASSACHUSETTS 02110		
DOMESTIC REPRESENTATIVE			
Name:	Elizabeth A. Walker		
Address Line 1:	125 High Street		
Address Line 2:	Testa, Hurwitz & Thibault, LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		

OP \$40.00 2643124

NAME OF SUBMITTER:	Jill Gorny
Signature:	/Jill Gorny/
Date:	12/30/2004
Total Attachments: 4 source=DBL Trademark Assignment pg. 1#page1.tif source=DBL Trademark Assignment pg. 2#page1.tif source=DBL Trademark Assignment pg. 3#page1.tif source=DBL Trademark Assignment pg. 4#page1.tif	

TRADEMARK ASSIGNMENT

WHEREAS, ValNets, Inc. ("Seller"), a California corporation, is the owner of the entire right, title and interest in and to the trademarks and trademark applications and registrations listed on Schedule A attached hereto, including all common law and statutory right, title, and interest, together with the goodwill related thereto (collectively the "Marks");

WHEREAS, Digital Bridges Limited ("Buyer"), a corporation registered in England and Wales, is desirous of acquiring the entire right, title and interest in and to the Marks and the goodwill of the business in connection with which the aforesaid Marks have been used;

WHEREAS, pursuant to that certain Asset Purchase and Assignment Agreement dated as of the date hereof among Seller and Buyer (the "Purchase Agreement"), Seller has agreed to sell, transfer, assign and deliver to Buyer and its successors, legal representatives and assigns all of Seller's right, title and interest in the Marks, and the goodwill associated with and symbolized by the Marks, and to execute such additional instruments as may be necessary to confirm such assignment;

WHEREAS, pursuant to the Purchase Agreement, Buyer is acquiring the entire business or portion thereof to which the Marks pertain; and

WHEREAS, Seller and Buyer agree that this Trademark Assignment may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

NOW, THEREFORE, for good and valuable consideration contained herein, and in the Purchase Agreement, the receipt and sufficiency of which is hereby mutually acknowledged, Seller hereby assigns to Buyer, its successors, legal representatives and assigns, the entire right, title, and interest of Seller in and to the Marks, together with the goodwill of the business connected with the use of and symbolized by the Marks, and all claims, if any, which may have arisen thereunder prior to the date of this instrument.

IN WITNESS WHEREOF, the undersigned have caused this Trademark Assignment to be executed by duly authorized officers on the date(s) indicated below.

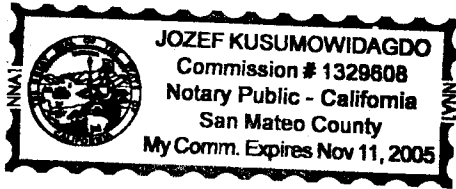
ValNets, Inc.

By: _____
Name: Rick Denny
Title: CEO
Date: 12/8/04

State of California
County of San Mateo ss

Subscribed and sworn to before me by the above-named Rick Able Denny this 8th day of December 2004.

Submota.h
Notary Public
Name: JOZEF KUSUMOWIDAGDO
Commission Expires: NOV 11, 2005



Digital Bridges Limited

By: _____
Name: _____
Title: _____
Date: _____

ValNets, Inc.


By: _____
Name:
Title:
Date:

State of _____)
County of _____) ss

Subscribed and sworn to before me by the above-named _____ this _____ day of _____, 2004.

Notary Public
Name: _____
Commission Expires: _____

Digital Bridges Limited

By: 
Name: David Gosen
Title: COO
Date:

Schedule A To Trademark Assignment

<u>Trademark Name</u>	<u>Jurisdiction</u>	<u>Application No. / Registration No.</u>	<u>Filing Date / Registration Date</u>
IPLAY	United States	2643124	October 29, 2002

Common Law Trademarks:

IPLAY MAZIN

IPLAY Logo