

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
Telly Awards, A Corporation		12/08/2003	CORPORATION: KENTUCKY
RECEIVING PARTY DATA			
Name:	Recognition Media, LLC		
Street Address:	575 Madison Avenue		
Internal Address:	11th Floor - Suite 1116		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	LTD LIAB JT ST CO: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1896528	TELLY	
Registration Number:	1934597	TELLY AWARDS	
CORRESPONDENCE DATA			
Fax Number:	(973)379-7734		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	myudkin@budd-larner.com		
Correspondent Name:	Marc Yudkin, Esq		
Address Line 1:	150 John F. Kennedy Pkwy		
Address Line 4:	Short Hills, NEW JERSEY 07078		
NAME OF SUBMITTER:	Marc Yudkin		
Signature:	/Marc Yudkin/		
Date:	01/07/2005		
Total Attachments: 4			

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is dated as of December 8, 2003, by Telly Awards, A Corporation, a Kentucky corporation ("*Assignor*").

WITNESSETH:

WHEREAS, Assignor and RECOGNITION MEDIA, LLC., a Delaware corporation ("*Assignee*") have entered into that certain Assets Purchase Agreement, dated as of December 8, 2003 (the "*Purchase Agreement*");

WHEREAS, Assignor has certain rights in the trademarks which are unregistered, registered, or for which Assignor has filed applications for registration, in the United States Patent and Trademark Office, all as set forth on Annex A hereto (collectively, the "*Trademarks*"); and

WHEREAS, pursuant to the provisions of the Purchase Agreement, Assignee desires to acquire the Trademarks;

NOW, THEREFORE, in consideration of and in exchange for the sum of One Dollar (\$1.00) to it in hand paid by Assignee and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Assignor does hereby sell, assign and transfer to Assignee, its successors or assigns, its entire right, title and interest in and to the Trademarks, and all related United States registrations and applications for registration thereof, together with the goodwill of the business symbolized by the Trademarks and any right to sue for and recover for past infringement thereof.

2. The Commissioner of Patents and Trademarks is requested to issue the certificates of registration in respect of the Trademarks to Assignee.

3. Assignor, for itself and its successors and assigns, covenants and agrees to and with Assignee, and its successors and assigns, that the representations and warranties of Assignor in Section 3.1 of the Purchase Agreement, insofar as they relate to the Trademarks, are hereby incorporated herein by reference.

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IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be duly executed in its corporate name by its duly authorized officer as of the day and year first above written.

TELLY AWARDS, A CORPORATION

By: 
Title: PRES.

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ANNEX A

TRADEMARKS

U.S. Patent and Trademark Office Registrations

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
Telly	1896528	May 30, 1995
Telly Awards	1934597	November 14, 1995

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STATE OF Kentucky)

) SS:

COUNTY OF Boyd)

BEFORE ME, a Notary Public in and for said County and State, personally appeared David Carter, President of Telly Awards, A Corporation, who acknowledged that he did sign the foregoing Trademark Assignment as the duly authorized officer of Telly Awards, a Corporation and that the same was its free corporate act and deed and his free act and deed individually and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this 8th day of December, 2003.

Charla S. Cassity

Notary Public

Charla S. Cassity

My commission expires: 5/20/2007

(Notary Seal)

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