

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the PTO-1594 to clarify that the listed marks have been transferred by virtue of an assignment as per the Contribution Agreement. previously recorded on Reel 002905 Frame 001. Assignor(s) hereby confirms the Contribution Agreement.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SCN Enterprises, Inc.		12/26/2003	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	SiTV, Inc.
Street Address:	3030 Andrita Street
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90065
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2346982	CAFE OLE
Registration Number:	2256045	FUNNY IS FUNNY!
Registration Number:	2322207	SI TV LATINO ENTERTAINMENT PROGRAMMING
Serial Number:	78298408	SI TV
Serial Number:	78214013	SÍ WHAT YOU'VE BEEN MISSING
Serial Number:	78241685	URBAN JUNGLE
Serial Number:	75656595	SI TV

CORRESPONDENCE DATA

Fax Number: (303)232-3288
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 303-232-3388
 Email: becky@tjmlaw.com

**TRADEMARK
 REEL: 003043 FRAME: 0954**

OP \$190.00 2346982

Correspondent Name: Rebecca A. Gegick
Address Line 1: 9250 W. 5th Avenue
Address Line 2: Suite 200
Address Line 4: Lakewood, COLORADO 80226

NAME OF SUBMITTER:	Rebecca A. Gegick
Signature:	/Rebecca A. Gegick/
Date:	03/10/2005

Total Attachments: 9

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01-30-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

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

1. Name of conveying party(ies):

SCN Enterprises, LLC

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Contribution Agreement

Execution Date:

2. Name and address of receiving party(ies)

Name: SiTV, Inc.

Internal Address: 3030 Andrita Street

Street Address:

City: Los Angeles State: CA Zip: 90065

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

75/656595; 78/298408; 78/214013; 78/241685

B. Trademark Registration No.(s)

2,346,982; 2,256,045; 2,322,207

Additional number(s) attached Yes No

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

Name: Akin Gump Strauss Hauer & Feld

Internal Address: P.O. Box 12870

ATTN: Kirt S. O'Neill

Street Address:

City: San Antonio State: Texas Zip: 78212

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41): \$190.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

01-0477

(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.

Kirt S. O'Neill

Name of Person Signing

Kirt S. O'Neill

Signature

January 15, 2004

Date

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

51

01/29/2004 LMUELLER 00000263 75656595

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documents to be recorded with required cover sheet information to: Mail Stop Assignment Recordation Services Director of the United States Patent and Trademark Office P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK REEL: 003043 FRAME: 0956

CONTRIBUTION AGREEMENT

THIS CONTRIBUTION AGREEMENT (this "Agreement") is effective as of December 26, 2003 (the "Effective Date"), by and among SCN Enterprises, LLC, a Delaware limited liability company ("SCN"), SiTV, Inc., a Delaware corporation (the "Company"), Valdez Productions, Inc., a Colorado corporation ("Valdez") and BVI Investments, Ltd., a Texas limited partnership ("BVI," and together with Valdez, the "Members").

RECITALS

B. Other than the "Excluded Assets" and "Excluded Agreements" set forth in Exhibit A attached hereto, SCN desires to contribute to the Company all of its right, title, and interest in and to its assets, whether real, personal, or mixed property, or tangible and intangible property, including its membership interests in SCN Productions and SCN Distribution, as well as any and all office equipment, leases, affiliation agreements and other contracts it is a party to, including specifically all Company Intellectual Property (as defined below) and those assets set forth in Exhibit B attached hereto (such assigned assets are referred to herein as the "SCN Assets") and any and all claims SCN has or may have against third parties relating to the SCN Assets, whether choate or inchoate, known or unknown, contingent or absolute.

REDACTED TO PRESERVE
CONFIDENTIALITY

AGREEMENT

ARTICLE 1.
CONTRIBUTION OF ASSETS AND ASSUMPTION

1.1. Contributions.

(a) Upon the terms and subject to the conditions set forth in this Agreement, SCN hereby contributes, transfers, and assigns all of its right, title, and interest in and to the SCN Assets, and the business conducted using the SCN Assets, including all goodwill and intangible rights associated with the business carried on heretofore by SCN (the "SCN Business") to the Company.

REDACTED TO PRESERVE
CONFIDENTIALITY

ARTICLE 2.
REPRESENTATIONS AND WARRANTIES OF SCN

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first written above.

SCN ENTERPRISES, LLC

By: [Signature]
Name: Bruce Barshop
Title: Manager

By: _____
Name: Jeff Valdez
Title: Manager

SITV, INC.

By: _____
Name: _____
Title: _____

BVI INVESTMENTS, LTD.

By: [Signature]
Name: Bruce B. Barshop
Title: President of Barshop Ventures, LLC,
General Partner

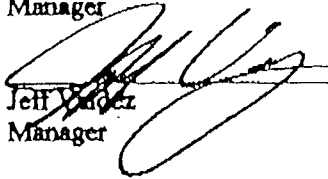
VALDEZ PRODUCTIONS, INC.

By: _____
Name: _____
Title: _____


IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first written above.

SCN ENTERPRISES, LLC

By: _____
Name: Bruce Barshop
Title: Manager

By: 
Name: Jeff Valdez
Title: Manager

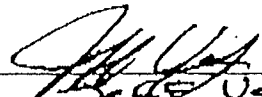
SITV, INC.

By: 
Name: Bruce Barshop
Title: President

BVI INVESTMENTS, LTD.

By: _____
Name: _____
Title: _____

VALDEZ PRODUCTIONS, INC.

By: 
Name: Jeff Valdez
Title: President

Schedule A

Trademark/Service Mark Listing

Trademark Report by Mark

COUNTRY STATUS	REFERENCE# CLASSES	FILED	APPL#	REGDT	REG#
CAFÉ OLE & Design					
UNITED STATES ABANDONED	SA 064867.0005 41	12/12/1997	75/404,893		
41 - Entertainment services in the nature of television shows					
UNITED STATES REGISTERED	SA 064867.0005A 41	4/2/1999	75/673,578	5/2/2000	2,346,982
41 - Entertainment services in the nature of ongoing television programs in the field of a celebrity talk show					
FUNNY IS FUNNY & Design					
UNITED STATES REGISTERED	SA 064867.0006 41	9/26/1997	75/364,079	6/22/1999	2,256,045
41 - Entertainment services in the nature of ongoing comedy television shows					
LATINO LAUGH FESTIVAL & Design					
UNITED STATES REGISTERED	SA 064867.0009 41	6/30/1999	75/739,876	10/22/2002	2,637,910
41 - Television programs in the field of comedy					
UNITED STATES REGISTERED	SA 064867.0008 41	6/30/1999	75/739,964	11/21/2000	2,405,661
41 - Festivals featuring a variety of activities, namely, stand-up comedy entertainment and the like					
Si TV					
ARGENTINA ABANDONED	SA 064867.0012 38	4/13/2000	2,281,100		
38 - Cable Television Broadcasting					
BRAZIL PENDING	SA 064867.0013 38	8/23/2000	823,101,630		
38 - Cable Television Broadcasting					
CANADA PUBLISHED	SA 064867.0019 38	1/12/2000	1042633		
38 - Cable Television Broadcasting					
CHILE ABANDONED	SA 064867.0014 38	10/26/2000	506,044		
38 - Cable Television Broadcasting					
COLOMBIA PROPOSED	SA 064867.0015 38				
38 - Cable Television Broadcasting					
PHILIPPINES ABANDONED	SA 064867.0016 38	1/20/2000	420000000422		
38 - Cable Television Broadcasting					
SPAIN REGISTERED	SA 064867.0017 38	1/28/2000	2,286.693	1/28/2000	2,286.693
38 - Cable television broadcasting excluding pay-per-view television transmission services; namely, video on demand					
UNITED STATES ALLOWED	SA 064867.0007 38	3/9/1999	75/656,595		
38 - Cable television broadcasting excluding pay-per-view television transmission services; namely, video on demand					
VENEZUELA PENDING	SA 064867.0018 38	12/12/2000	23006/00		
38 - Cable Television Broadcasting					

Trademark Report by Mark

COUNTRY STATUS	REFERENCE# CLASSES	FILED	APPL#	REGDT	REG#
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SI TV (stylized)

UNITED STATES	SA 064867.0011	11/16/1999	75/849,452		
ABANDONED	25				

25 - Wearing apparel, namely, T-shirts, tank tops, blouses, shirts, sweatshirts, shorts, boxer shorts, seat pants, sweat bands, belts, ties, caps, hats, visors, bandanas.

UNITED STATES	SA 064867.0011A	9/10/2003	78/298,408		
PENDING	25				

25 - Clothing, namely, t-shirts, tank tops, blouses, shirts, sweatshirts, shorts, boxer shorts, sweat pants, sweat bands, belts, ties, caps, hats, visors, bandannas

SI TV LATINO ENTERTAINMENT PROGRAMMING & Design

UNITED STATES	SA 064867.0004	9/26/1997	75/364,080	2/22/2000	2,322,207
REGISTERED	41				

41 - Entertainment services in the nature of ongoing television shows in the field of talk shows, comedy, variety, situation comedies, children's entertainment, cartoons and dramas

SI WHAT YOU'VE BEEN MISSING (stylized)

UNITED STATES	SA 064867.0010	9/24/1999	75/808,532		
ABANDONED	38				

38 - Cable television broadcasting services

SI WHAT YOU'VE BEEN MISSING (stylized)

UNITED STATES	SA 064867.0010A	2/13/2003	78/214,013		
PENDING	38				

38 - Cable television broadcasting services

URBAN JUNGLE

UNITED STATES	SA 064867.0022	4/24/2003	78/241,685		
PENDING	41				

41 - Entertainment services in the nature of an ongoing reality-based television program.