

TRADEMARKS



Y.

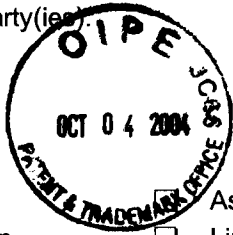
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To the Director of the United States Patent and Trademark Office. Please record this document original documents or copy thereof.

1. Name of conveying party(ies):

WOW TV, Inc.



- Individual(s)
- General Partnership
- Corporation-State Utah
- Other _____

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: June 4, 2003

2. Name and address of receiving party(ies):

Name: STONEBRIDGE MARKETING, LLC

Internal Address: Suite 2

Street Address: 104 SE Executive Drive

City: Bentonville State: AR ZIP: 72712

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Arkansas

Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes No

(Designations must be a separate document from

Additional name(s) & address(es) Yes No

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

A. Trademark / Service Mark Application No.(s)

*see attached list

B. Trademark / Service Mark Registration No.(s)

Additional numbers Yes No

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

Name: Shahpar Shahpar

Internal Address: SNELL & WILMER LLP

Street Address: One Arizona Center

400 East Van Buren

City: Phoenix State: AZ ZIP: 85004

6. Total number of applications and registrations involved:.....

19

7. Total fee (37 CFR 3.41):.....\$ \$490.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-2814

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.

Shahpar Shahpar, Reg. No. 45,875

Name of Person Signing

S. Shahpar

Signature

9-30-04

Date

Total number of pages including cover sheet, attachments, and

10

10/12/2004 ECUJPER 0000003 7816261
40.00 DP
450.00 DP
01 FC:0321
02 FC:0322

10/4/04

United States Trademark Applications

4.A.	<u>78/166,261</u>	78/166,276	78/166,272	78/166,263
	76/215,207	76/431,926	76/431,925	76/348,640
	76/333,195	76/333,194	76/215,206	76/215,205
	76/215,204	76/026,941	76/026,940	76/026,853
	76/026,852	76/026,851	76/026,850	

ASSET PURCHASE AND ASSUMPTION OF LIABILITIES AGREEMENT

THIS ASSET PURCHASE AND ASSUMPTION OF LIABILITIES AGREEMENT (this "Agreement") is entered into as of June 4, 2003, by and among WOW TV, Inc., a Utah corporation (the "Company" or "Seller"), and Stonebridge Marketing, LLC, an Arkansas limited liability company ("Buyer"). Seller and Buyer are referred to herein individually as a "Party" and collectively herein as the "Parties."

RECITALS

WHEREAS the Company desires to sell certain assets and transfer certain of its liabilities;

WHEREAS the Buyer desires to purchase certain assets of the Company and is willing to assume certain of the Company's liabilities; and

WHEREAS the Company agrees to sell and transfer and the Buyer agrees to purchase and assume certain assets and liabilities of the Company as set forth below.

AGREEMENT

REDACTED

REDACTED

3.3.3.3 **Title to Assets: Proprietary Rights.** Seller is the lawful owner of and, as of the Closing, shall provide to Buyer good, valid, marketable, legal and beneficial title to, the Assets, free and clear of any liabilities, including all debts, obligations, claims, limitations, liens, security interests, restrictions on transfer, and/or any other encumbrances whatsoever on the Assets. Seller owns all trademarks, trade names, domain names, IP names, copyrights, patents and all other intellectual property and proprietary rights associated with the Assets.

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

Intellectual Property

6. TRADEMARKS	PUBLISHED FOR OPPOSITION	STATUS
WOW. TV	Sept 24, 2002	Live
WOW! TV	March 10, 2002	Live
WOW Network	June 4, 2001	Live
WOW Interactive Network	June 11, 2002	Live
WOW Digital TV	(filed-11/1/01)	Dead
WOW Box	(filed-12/13/01)	Live
Making Digital TV a Reality	(filed-7/18/02)	Live
USD TV	(filed-9/20/02)	Live

Domain Names:

www.usdtv.com

www.wow.tv

www.wowtv.com

General Intangibles

Goodwill, business plans or prospects, working relationships, and other potential general intangible assets.

REDACTED