

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	06/03/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AudioAudit, Inc.		06/03/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Nielsen Media Research, Inc.
Street Address:	770 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10003-9595
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2070192	AUDIOAUDIT
Registration Number:	2526303	EMARQ
Registration Number:	2626382	EQ
Registration Number:	2800854	AUDIOAUDIT ADVANTAGE

CORRESPONDENCE DATA

Fax Number: (312)474-0448
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-474-6300
 Email: mgraham@marshallip.com
 Correspondent Name: Michael R Graham
 Address Line 1: 233 South Wacker Drive
 Address Line 2: Suite 6300
 Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	28049/G1000
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CH \$115.00 2070192

NAME OF SUBMITTER:	Michael R. Graham
Signature:	/Michael R. Graham/
Date:	10/18/2005
Total Attachments: 8 source=DOC006#page1.tif source=DOC006#page2.tif source=DOC006#page3.tif source=DOC006#page4.tif source=DOC006#page5.tif source=DOC006#page6.tif source=DOC006#page7.tif source=DOC006#page8.tif	

TRADEMARK AND SERVICE MARK ASSIGNMENT AGREEMENT

This Trademark and Service Mark Assignment Agreement (including the exhibit attached hereto, the *Agreement*), effective as of June 3, 2005 (*Effective Date*), is between Nielsen Media Research, Inc., a Delaware corporation (*Assignee*), and AudioAudit, Inc., a Delaware corporation (*Assignor*).

WHEREAS, Assignor has adopted and used and is using the trademarks and service marks identified on Schedule 1 attached hereto (the *Marks*), and owns the registrations of such Marks in the United States Patent and Trademark Office identified on Schedule 1; and

WHEREAS, Assignee desires to acquire, and Assignor desires to assign its rights, title and interests in and to the Marks and the registrations thereof.

NOW, THEREFORE, in consideration of the premises and the following terms and conditions, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree:

1. **Assignment.** Assignor hereby sells, assigns and transfers to Assignee all of its right, title and interest in and to the Marks, together with (i) all of Assignor's common law rights, registrations and applications for registration pertaining to the Marks, (ii) the registrations of the Marks, (iii) the goodwill of the business symbolized by and associated with the Marks and the registrations thereof and (iv) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Marks or the registrations thereof or such associated goodwill.

2. **Further Assurances.** Assignor agrees to assist Assignee in every proper way that is necessary to evidence, record and perfect the assignments hereunder.

3. **General Provisions.** No modification or waiver of this Agreement will be effective unless in writing and signed by the party against which enforcement is sought. This Agreement shall be deemed to have been made in, and shall be governed by and construed in accordance with the laws of, the State of New York, without regard to conflicts of laws provisions thereof. This Agreement may be executed in counterparts, all of which, when executed, shall be deemed to be an original and both of which together shall constitute one and the same document.

IN WITNESS HEREOF, intending to be legally bound, the parties hereto have executed this Agreement as of the Effective Date.

ASSIGNEE:

ASSIGNOR:

NIELSEN MEDIA RESEARCH, INC.

AUDIOAUDIT, INC.

By: 

By: 

Name: Susan D. Whiting
Title: President & CEO

Name: Paul Hummel
Title: CEO and President

Schedule 1

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
AUDIOAUDIT	2,070,192	June 10, 1997
EMARQ	2,526,303	January 1, 2002
EQ (Design)	2,626,382	September 24, 2002
AUDIOAUDIT ADVANTAGE	2,800,854	December 30, 2003

AUDIOAUDIT

Status	REGISTERED
Status Date	September 1, 2003
Register	Principal
Serial No.	74-536706
Registration No.	2,070,192
Filed	June 13, 1994
Filing Basis	Section 1(b) - Intent-to-Use
Published	August 20, 1996
Allowed	November 12, 1996
Registered	June 10, 1997
Int'l Class	35 - Advertising and Business
Goods/Services	Collecting information and producing reports for the broadcast industry relating to station operations and transmissions
US Class	100, 101, 102
First Use	September 24, 1996
Commerce Use	September 24, 1996
Affidavits	Section 8 accepted and Section 15 acknowledged
Applicant	AUDIOAUDIT INC. (CORPORATION) 91 WATCH HILL ROAD PEEKSKILL, NY 10566
Registrant	AUDIOAUDIT INC. (CORPORATION) 91 WATCH HILL ROAD PEEKSKILL, NY 10566
Last Owner	AUDIOAUDIT INC. (CORPORATION) MACK-CALI CENTRE II 1 MACK CENTRE DRIVE PARAMUS, NJ 07653
Correspondent	JAY A. BONDELL, SCHWEITZER CORNMAN GROSS & BONDELL LLP 292 MADISON AVENUE 19TH FLOOR NEW YORK, NY 10017
Docket No.	151.121T.JAB
ASSIGNMENTS	
Assignee	AUDIOAUDIT INC. (DELAWARE CORPORATION) ONE MACK CENTRE DRIVE PARAMUS, NEW JERSEY 07653
Assignor	AUDIOAUDIT INC. (NEW YORK CORPORATION)
Correspondent	JAY A. BONDELL, ESQ. SCHWEITZER CORNMAN GROSS & BONDELL LLP 292 MADISON AVENUE, 19TH FLOOR

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NEW YORK, NY 10017
2676/0720
February 20, 2003
MERGER

EMARQ

Status REGISTERED
Status Date January 1, 2002
Register Supplemental

Serial No. 76-032058
Registration No. 2,526,303

Filed April 21, 2000
Filing Basis Section 1(b) - Intent-to-Use
Registered January 1, 2002

Int'l Class 42 - Scientific, Computer, & Legal (Miscellaneous)
Goods/Services SECURITY PRINTING, NAMELY, ELECTRONICALLY ENCODING IDENTIFICATION INFORMATION ON AUDIO SIGNALS

US Class 100, 101
First Use May 2000
Commerce Use May 2000

Applicant AUDIOAUDIT, INC. (CORPORATION)
 70 WEST RED OAK LANE
 WHITE PLAINS, NY 10604

Registrant AUDIOAUDIT, INC. (CORPORATION)
 70 WEST RED OAK LANE
 WHITE PLAINS, NY 10604

Correspondent JAY A. BONDELL
 SCHWEITZER CORNMAN GROSS & BONDELL
 230 PARK AVE
 NEW YORK NY 10169

Docket No. 1016-006T/JA

ASSIGNMENTS

Assignee AUDIOAUDIT INC. (DELAWARE CORPORATION)
 ONE MACK CENTRE DRIVE
 PARAMUS, NEW JERSEY 07653

Assignor AUDIOAUDIT INC. (NEW YORK CORPORATION)
Correspondent JAY A. BONDELL, ESQ.
 SCHWEITZER CORNMAN GROSS & BONDELL LLP
 292 MADISON AVENUE, 19TH FLOOR
 NEW YORK, NY 10017

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EQ (Stylized)



Status	REGISTERED
Status Date	September 24, 2002
Register	Principal
Serial No.	76-211944
Registration No.	2,626,382
Filed	February 16, 2001
Filing Basis	Section 1(b) - Intent-to-Use
Published	September 4, 2001
Allowed	November 27, 2001
Registered	September 24, 2002
Int'l Class	42 - Scientific, Computer, & Legal (Miscellaneous)
Goods/Services	COMPUTER PROGRAMMING, NAMELY ELECTRONICALLY ENCODING AND WATERMARKING THE DATA OF OTHER
US Class	100, 101
First Use	October 10, 2000
Commerce Use	October 10, 2000
Applicant	AUDIOAUDIT, INC. (CORPORATION) 70 WEST RED OAK LANE WHITE PLAINS, NY 10604
Registrant	AUDIOAUDIT, INC. (CORPORATION) 70 WEST RED OAK LANE WHITE PLAINS, NY 10604
Correspondent	JAY A. BONDELL SCHWEITZER CORNMAN GROSS & BONDELL LLP 292 MADISON AVE NEW YORK NY 10017-6307
Docket No.	1016-007T/JA
ASSIGNMENTS	
Assignee	AUDIOAUDIT INC. (DELAWARE CORPORATION) ONE MACK CENTRE DRIVE PARAMUS, NEW JERSEY 07653
Assignor	AUDIOAUDIT INC. (NEW YORK CORPORATION)
Correspondent	JAY A. BONDELL, ESQ. SCHWEITZER CORNMAN GROSS & BONDELL LLP 292 MADISON AVENUE, 19TH FLOOR

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Brief**

NEW YORK, NY 10017
2676/0720
February 20, 2003
MERGER

AUDIOAUDIT ADVANTAGE

Status	REGISTERED
Status Date	December 30, 2003
Register	Principal
Serial No.	76-271124
Registration No.	2,800,854
Filed	June 14, 2001
Filing Basis	Section 1(b) - Intent-to-Use
Published	May 13, 2003
Allowed	August 5, 2003
Registered	December 30, 2003
Int'l Class	35 - Advertising and Business
Goods/Services	PROVIDING AN INTERACTIVE WEBSITE FEATURING PROPRIETARY ANALYSIS OF SUBSCRIBER ADVERTISING AND MARKETING PROGRAMS
US Class	100, 101, 102
First Use	June 2001
Commerce Use	June 2001
Owns Reg No.	2,070,192
Applicant	AUDIOAUDIT, INC. (CORPORATION) MACK-CALI CENTRE II 1 MACK CENTRE DRIVE PARAMUS, NJ 07653
Registrant	AUDIOAUDIT INC. (CORPORATION) ONE MACK CENTRE DRIVE PARAMUS, NJ 07653
Correspondent	JAY A BONDELL SCHWEITZER CORNMAN GROSS & BONDELL LLP 292 MADISON AVE 19TH FL NEW YORK NY 10017
Docket No.	1016-010T/JA
ASSIGNMENTS	
Assignee	AUDIOAUDIT INC. (DELAWARE CORPORATION) ONE MACK CENTRE DRIVE PARAMUS, NEW JERSEY 07653
Assignor	AUDIOAUDIT INC. (NEW YORK CORPORATION)
Correspondent	JAY A. BONDELL, ESQ. SCHWEITZER CORNMAN GROSS & BONDELL LLP 292 MADISON AVENUE, 19TH FLOOR NEW YORK, NY 10017
Reel/Frame	2676/0720
Recorded	February 20, 2003
Brief	MERGER