

## 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
Spin Ventures LLC		02/28/2006	LIMITED LIABILITY COMPANY: DELAWARE

## RECEIVING PARTY DATA

Name:	Spin Media LLC
Street Address:	85 Second Street, 6th Floor
Internal Address:	c/o The McEvoy Group LLC
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

## PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	78703699	MSPIN
Registration Number:	1351650	SPIN
Registration Number:	1961393	SPIN
Registration Number:	2747458	SPIN
Registration Number:	2976315	SPIN
Registration Number:	2370524	SPIN
Serial Number:	78716287	SPINSIDER

## CORRESPONDENCE DATA

Fax Number: (415)693-2222

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (415) 693-2078

Email: youngml@cooley.com

Correspondent Name: Susan C. Philpot

TRADEMARK

REEL: 003269 FRAME: 0762

900044330

CH \$190.00 78703699

Address Line 1: 101 California Street, 5th Floor  
Address Line 4: San Francisco, CALIFORNIA 94111-5800

ATTORNEY DOCKET NUMBER: 034329-103

NAME OF SUBMITTER: Michael Young

Signature: /Michael Young/

Date: 03/15/2006

Total Attachments: 9  
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ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS, is entered into as of February 2, 2006, among Vibe/Spin Ventures, LLC, a Delaware limited liability company, Spin Ventures LLC, a Delaware limited liability company (each an "Assignor" and, collectively "Assignors"), and Spin Media LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignors have adopted and used and are using the trademarks identified on Exhibit A hereto, and are the owners of certain trademark registrations therefor (collectively, the "Marks");

WHEREAS, Assignee is desirous of acquiring said Marks; and

WHEREAS, pursuant to the Asset Purchase Agreement, dated as of February 15, 2006 (the "Purchase Agreement"), between Assignors and Assignee, Assignors have agreed to transfer their interest in and to the Marks, and Assignee has agreed to acquire and assume the Marks from Assignors, under the terms set forth therein.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignors do hereby assign, sell and transfer unto said Assignee, and Assignee accepts, all of Assignors' right, title and interest in and to said Marks worldwide, together with (a) the registrations of said Marks, (b) the goodwill of the business symbolized by and associated with said Marks and the registrations therefor, and (c) 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 said Marks or the registrations therefor or such associated goodwill, as fully and entirely as the same would have been held and enjoyed by the Assignors had this assignment not been made, provided that the Assignee acknowledges that the Assignors make no representation, statement, condition or warranty whether express, implied or otherwise as to said Marks except as expressly set forth in the Purchase Agreement.

Assignors hereby agree to cooperate with Assignee as reasonably necessary to give full effect to and to perfect the rights of Assignee in the Marks, including, but not limited to, by executing further documentation.

*[Signature page follows]*

EXECUTION COPY

ASSIGNOR

SPIN VENTURES LLC

By: Paul W. Martens  
Title: CFO

County of New York )  
State of New York )

Then personally appeared the above named Assignor and acknowledged the foregoing act to be his/her free act and deed, before me, this 28th day of February, 2006.

Jennifer GEE  
Notary Public

JENNIFER GEE  
Notary Public, State of New York  
No. 01GE6118389  
Qualified in New York County  
Commission Expires Nov. 8, 2012

Notary Public Jennifer GEE

My commission expires: 11/8/2012

EXECUTION COPY

IN WITNESS WHEREOF, the parties have executed this Assignment of Trademarks as of the first date written above.

ASSIGNOR

VIBE/SPIN VENTURES, LLC

By: Paul Montano  
Title: CFO

County of New York)  
State of New York)

Then personally appeared the above named Assignor and acknowledged the foregoing act to be his/her free act and deed, before me, this 28<sup>th</sup> day of February, 2006.

Jennifer GEE  
Notary Public, State of New York  
No. 01GE8118389  
Qualified in New York County  
Commission Expires Nov. 8, 2006  
Notary Public Jennifer GEE

My commission expires: 11/8/2006

EXECUTION COPY

ASSIGNEE

SPIN MEDIA LLC

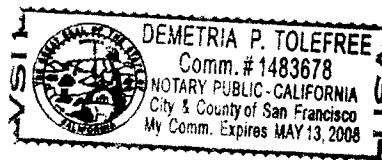
By: Nancy Metway  
Title: Member

County of San Francisco  
State of California

Then personally appeared the above named Assignee and acknowledged the foregoing act to be his/her free act and deed, before me, this 24<sup>th</sup>, February, 2006.

Demetri P. Tolefree  
Notary Public

My commission expires: 5-13-06



**EXECUTION COPY**

**Exhibit A**

Trademark Owner	Country	Application No.	Registration No.	Trademark Status
	FZLZ Reference	Application Date	Registration Date	

## Australia


SPIN	Australia	652750	652750	Registered
SPIN Ventures LLC	CUG AUS TA-94/07668; TR-05/01415	Feb 10 1995	Feb 10 1995	
Classes	Goods/Services			
41	Services relating to entertainment and the arts, fashion, style, culture and politics.			

SPIN	Australia	652817	652817	Registered
SPIN Ventures LLC	CUG AUS TA-94/07666; TR-05/01414	Feb 13 1995	Feb 13 1995	
Classes	Goods/Services			
16	Publications and printed matter all relating to entertainment and the arts, fashion, style, culture and politics.			

## Canada

SPIN	Canada	624841	409294	Registered
SPIN Ventures LLC	CUG CAN TA-92/07271	Feb 6 1989	Mar 12 1993	
Classes	Goods/Services			
16	T-shirts; publications, namely magazines relating to entertainment and the arts			

## CTM

SPIN Logo	CTM	217927	217927	Registered	
SPIN Ventures LLC	CUG CTM TA-96/04194	Apr 1 1996	Apr 1 1996		
Classes	Goods/Services				
9	Class 9: Electronic publications relating to entertainment and the arts, fashion, style, culture and politics.				
16	Class 16: Printed matter, newspapers, periodicals, magazines, books and electronic publications relating to entertainment and the arts, fashion, style, culture and politics.				
	Class 38: Communications services, in particular, radio, television, cable and satellite broadcasting services; broadcasting and transmission of television				



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programs and radio programs; television transmission, radio transmission and radio diffusion services; data transmission services; telecommunications services; fiber optic, cable and satellite television transmission services; subscription television broadcasting services; subscription data transmission services; all of the above relating to entertainment and the arts, fashion, style, culture and politics.

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Class 41: Entertainment services and on-line computer services relating to entertainment and the arts, fashion, style, culture and politics; entertainment services in the nature of interactive and digitally compressed television programming via fibre optics, cable or satellite broadcasting; services relating to the preparation and production of radio programmes, television programmes, interactive programmes, films, videos, live entertainment features; services relating to motion picture entertainment, television entertainment, radio entertainment, and live entertainment performances and shows; services relating to the publication of printed matter, newspapers, periodicals, magazines, books and electronic publications; all of the above relating to entertainment and the arts, fashion, style, culture and politics.

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## Germany

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<b>SPIN</b>	<b>Germany</b>	<b>39506195.4</b>	<b>39506195</b>	<b>Registered</b>
<b>SPIN Ventures LLC</b>	<b>CUG GER TA-94/07667; TR-05/01416</b>	<b>Feb 14 1995</b>	<b>Oct 13 1995</b>	
<i>Classes</i>	<i>Goods/Services</i>			
<b>16</b>	<b>Printed matter, newspapers, periodicals and books relating to entertainment and the arts.</b>			
<b>41</b>	<b>Entertainment in the field of arts, fashion, style, culture and politics.</b>			

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## Japan

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<b>SPIN</b>	<b>Japan</b>	<b>60-75902</b>	<b>4259083</b>	<b>Registered</b>
<b>SPIN Ventures LLC</b>	<b>CUG JPN TA-92/07266</b>	<b>Jul 25 1985</b>	<b>Apr 9 1999</b>	
<i>Classes</i>	<i>Goods/Services</i>			
<b>16</b>	<b>Local Class 26: Magazines and other printed matter.</b>			

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<b>SPIN</b>	<b>Japan</b>	<b>8-50709</b>	<b>4193398</b>	<b>Registered</b>
<b>SPIN Ventures LLC</b>	<b>CUG JPN TA-96/03691</b>	<b>May 10 1996</b>	<b>Oct 2 1998</b>	
<i>Classes</i>	<i>Goods/Services</i>			
	<b>Planning or operation of performance of movies, entertainments, drama and music; Showing, production or distribution of movies; Staging of entertainments; Production or staging of drama; Performance of music; production of broadcasting programs; Providing recreation facilities; Providing of information relating to entertainment and the arts and culture by on-line computer services; Teaching of arts, sports or knowledge; Training of animals; Display of plants; Display of animals; Display of books and records; Exhibition of works of art; Planning, operation or holding of golf tournaments; Planning, operation or holding of "sumo"</b>			

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performance; Planning, operation or holding of boxing matches; Planning, operation or holding of baseball games; Planning, operation or holding of horse racing; Planning, operation or holding of bicycle racing; Planning, operation or holding of boat racing; Planning, operation or holding of small-size motor vehicle racing; Providing audio or visual-purpose studios; Providing sports facilities; Arrangements for seats of entertainment facilities; Leasing of movie projectors and accessories thereof; Rental of movie films; Rental of musical instruments; Rental of skiing goods; Rental of skin diving goods; Rental of television receivers; Rental of radio receivers; Rental of books; Rental of records or pre-recorded magnetic tapes; Rental of pre-recorded video magnetic tapes.

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## United Kingdom

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<b>SPIN</b>	<b>United Kingdom</b>	<b>1363474</b>	<b>1363474</b>	<b>Registered</b>
<b>SPIN Ventures LLC</b>	<b>CUG GRE TA-92/07235; TR-05/01417</b>	<b>Nov 14 1988</b>	<b>Nov 14 1995</b>	
<i>Classes</i>	<i>Goods/Services</i>			
<b>16</b>	<b>Periodical publications, magazines (publications), printed matter, books; all relating to entertainment and arts; all included in Class 16.</b>			

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## United States of America

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<b>mSPIN</b>	<b>United States of America</b>	<b>78/703,699</b>		<b>Pending</b>
<b>SPIN Ventures LLC</b>	<b>CUG USA TA-05/10682 ANF</b>	<b>Aug 30 2005</b>		
<i>Classes</i>	<i>Goods/Services</i>			
<b>9</b>	<b>Downloadable ring tones, graphics, photos, games, music, video, and information via a global computer network and wireless devices; providing downloadable ring tones, graphics, photos, games, music, video, and information</b>			

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<b>SPIN</b>	<b>United States of America</b>	<b>73/519,332</b>	<b>1351650</b>	<b>Registered</b>
<b>SPIN Ventures LLC</b>	<b>CUG USA TA-92/08675 ANF</b>	<b>Jan 25 1985</b>	<b>Jul 30 1985</b>	
<i>Classes</i>	<i>Goods/Services</i>			
<b>16</b>	<b>general-interest magazine</b>			

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<b>SPIN</b>	<b>United States of America</b>	<b>74/522,895</b>	<b>1961393</b>	<b>Registered</b>
<b>SPIN Ventures LLC</b>	<b>CUG USA TA-92/08671 ANF</b>	<b>May 3 1994</b>	<b>Mar 12 1996</b>	
<i>Classes</i>	<i>Goods/Services</i>			
<b>25</b>	<b>t-shirts, sweatshirts, head wear, jackets</b>			

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United States of

TRADEMARK

<b>SPIN</b>	<b>America</b>	<b>75/041,812</b>	<b>2747458</b>	<b>Registered</b>
<b>SPIN Ventures LLC</b>	<b>CUG USA TA-25/02574 ANF</b>	<b>Jan 11 1996</b>	<b>Aug 5 2003</b>	
<i>Classes</i>	<i>Goods/Services</i>			
<b>9</b>	<b>CD-ROMS featuring music, entertainment, and documentaries; musical sound recordings; video recordings featuring music and entertainment</b>			
<b>41</b>	<b>television and radio programming services; on-line information services, namely, providing information by means of a global computer network in the fields of music and entertainment; providing access to sound files by means of a global computer network</b>			
<b>42</b>	<b>on-line information services, namely, providing information by means of a global computer network on general interest topics</b>			
<hr/>				
<b>SPIN</b>	<b>United States of America</b>	<b>75/123,716</b>	<b>2976315</b>	<b>Registered</b>
<b>SPIN Ventures LLC</b>	<b>CUG USA TA-96/04430 ANF</b>	<b>Jun 21 1996</b>	<b>Jul 26 2005</b>	
<i>Classes</i>	<i>Goods/Services</i>			
<b>9</b>	<b>downloadable musical sound recordings and downloadable video recordings featuring music and entertainment</b>			
<b>38</b>	<b>Providing online chat rooms and online electronic bulletin boards for transmission of messages among computer users concerning music, entertainment and general interest topics</b>			
<b>41</b>	<b>Information services, namely, providing information and news via a global computer network in the field of music, entertainment and general interest topics; entertainment services, namely, providing prerecorded musical recordings and audio visual recordings in the field of music and entertainment, information in the field of music, and commentary and articles about music and entertainment, all online via a global computer network; entertainment services, namely providing online computer games, contests and polls</b>			
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<b>SPIN</b>	<b>United States of America</b>	<b>75/662,218</b>	<b>2370524</b>	<b>Registered</b>
<b>SPIN Ventures LLC</b>	<b>CUG USA TA-98/04508 ANF</b>	<b>Mar 17 1999</b>	<b>Jul 25 2000</b>	
<i>Classes</i>	<i>Goods/Services</i>			
<b>16</b>	<b>magazines covering general interest and music topics; books, guide books and booklets in the field of music, entertainment and culture; calendars, stickers, decals, posters</b>			
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<b>SPINsider</b>	<b>United States of America</b>	<b>78/716,287</b>		<b>Pending</b>
<b>SPIN Ventures LLC</b>	<b>CUG USA TA-05/09947 NCD</b>	<b>Sep 20 2005</b>		
<i>Classes</i>	<i>Goods/Services</i>			
<b>9</b>	<b>Downloadable musical sound recordings</b>			
<b>41</b>	<b>Entertainment services, namely, providing prerecorded and live music, information and interviews in the field of music, and commentary and articles about music, all on-line via a global computer network</b>			