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OFFICE OF PUBLIC RECORDS

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7/25/06 PM 4:09

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

9.24.06

1. Name of conveying party(ies):

SPECTRAL COMMUNICATIONS, INC.

- Individual(s)
- General Partnership
- Corporation- State: CALIFORNIA
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) MAY 31, 2006

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: MICHAEL POVAR

Internal

Address:

Street Address: 18849 MIRANDA STREET

City: TARZANA

State: CALIFORNIA

Country: USA Zip: 91356

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other INDIVIDUAL

Citizenship USA  
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,439,263

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

THE FAN CHANNEL

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

Name: DENNIS W. FRIED, ESQ.

Internal Address: LAW OFFICES OF DENNIS W. FRIED

Street Address: 16501 VENTURA BLVD., SUITE 610

City: ENCINO

State: CALIFORNIA Zip: 91436

Phone Number: 818-461-0211

Fax Number: 818-377-7910

Email Address: dfried@friedlegal.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

9. Signature:

Michael Povar  
Signature

9/25/06  
Date

10/02/2006 DEYRNE 00000150 2439263

MICHAEL POVAR

Total number of pages including cover sheet, attachments, and document: 2

40.00 Fee of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

# ASSIGNMENT OF TRADEMARK

This Assignment of Trademark Agreement ("Agreement") is entered into this 31st of May, 2006 between Spectral Communications, Inc., a California corporation, located at 400 S. Victory Blvd., Suite 308, Burbank, CA 91502, herein referred to as "Assignor", and Michael Povar of 18849 Miranda Street, Tarzana, CA 91356, herein referred to as "Assignee".

Assignor has adopted and is using a mark registered in the United States Patent Office, Registration No. 2,439,263 dated March 27, 2001, and Assignee is desirous of acquiring such mark and the registration thereof.

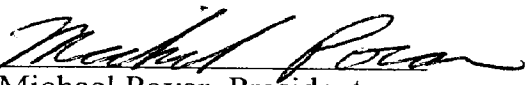
Therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby agrees to assign and transfer to Assignee, and by execution of this trademark assignment does transfer and assign, all rights, title and interest in and to the trademark/service mark THE FAN CHANNEL (the "Mark"), including the registration and application for registration thereof, together with the goodwill of the business symbolized by the Mark and including any and all claims for past infringement thereof, including all rights as opponents in any opposition or cancellation proceeding.

The Assignor warrants that said Mark is in full force and good standing and there are no other assignment of rights or licenses granted under the Mark, or known infringements by or against the Mark. Assignor further warrants that it is the lawful owner of the Mark and that it has full right and authority to transfer the Mark and that the Mark is free and clear of all liens, encumbrances and adverse claims.

This Agreement shall be binding upon and inure to the benefit of the parties, their successors, assigns and personal representatives. The laws of the State of California and the United States of America shall govern all aspects of this Agreement.

Dated: MAY 31, 2006

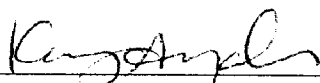
Spectral Communications, Inc.,  
a California corporation

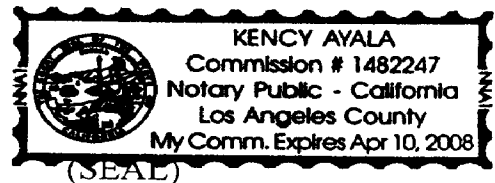
By:   
Michael Povar, President

State of California )  
County of Los Angeles )

On Sept. 25<sup>th</sup>, 2006 before me, Kency Ayala, a notary public in and for the State of California, personally appeared MICHAEL POVAR, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: 



TRADEMARK  
REEL: 003402 FRAME: 0301

# ASSIGNMENT OF TRADEMARK

# COPY

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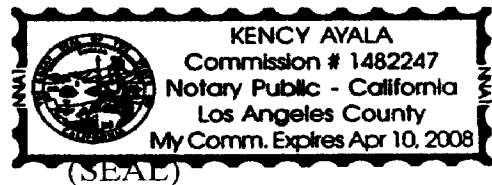
By: Michael Povar  
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WITNESS my hand and official seal.

Signature: Kency Ayala



# LAW OFFICES OF DENNIS W. FRIED

\_\_\_\_\_  
DENNIS W. FRIED, J.D., M.B.A.  
\_\_\_\_\_

ATTORNEY AT LAW

ENCINO EXECUTIVE PLAZA, SUITE 610  
16501 VENTURA BOULEVARD  
ENCINO, CALIFORNIA 91436-2067

TELEPHONE (818) 461-0211  
(818) 461-0215  
FACSIMILE (818) 377-7910  
SENDER'S E-MAIL:  
dfried@FRIEDLEGAL.COM

September 27, 2006

Mail Stop Assignment Recordation Services  
Director of the US Patent and Trademark Office  
PO Box 1450  
Alexandria, VA 22313-1450

Re: Assignment of "THE FAN CHANNEL" Trademark  
**Registration Number: 2,439,263**

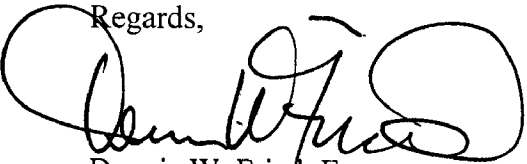
Dear USPTO,

Enclosed please find an original Trademark Recordation Cover Sheet along with two copies of the duly executed Assignment of Trademark agreement relative to the above noted trademark. Also enclosed is a check in the amount of \$40.00 for the filing/recordation fee made payable to the "United States Patent and Trademark Office".

Please record the assignment documents and confirm the recordation by mailing a copy to this office in the self addressed postage paid envelope provided.

Thank you for your assistance. If you have any questions regarding these documents, please contact this office at your convenience.

Regards,

  
Dennis W. Fried, Esq.

DWF/df

Enclosures