

11-01-2006

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

60-1307-00

RE
103330588
TRADEMARKS ONLY

704 OCT 31 PM 12:27

FINANCE SECTION

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

1. Name of conveying party(ies):

GT Media, Inc.

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

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

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

Execution Date(s) July 17, 2006

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Urban Group Exercise, LLC

Internal

Address: _____

Street Address: 400 E 71st St, Suite 11D

City: New York

State: NY

Country: USA Zip: 10021

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship _____

Other LLC 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)

76277679

B. Trademark Registration No.(s)

2780148

Additional sheet(s) attached? Yes No

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

CABLE FLEX

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

Name: Jacobson & Colfin, P.C.

Internal Address: Bruce Colfin

Street Address: 60 Madison Ave, Suite 1026

City: New York

State: NY Zip: 10010

Phone Number: 212-691-5630

Fax Number: 212-645-5038

Email Address: theFirm@theFirm.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:

Bruce Colfin
Signature

Name of Person Signing

10/27/06
Date

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK
REEL: 003420 FRAME: 0617

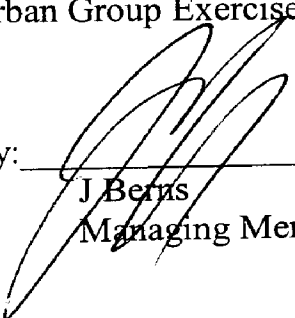
ASSIGNMENT OF MARK

Whereas GT Media, Inc., at 100 Park Avenue, New York, New York 10017, Assignor of the trademark CABLEFLEX (the "Mark"), is the registered owner of the Mark, registered with the United States Patent and Trademark Office, Registration No. 2780148 filed on January 17, 2002; and

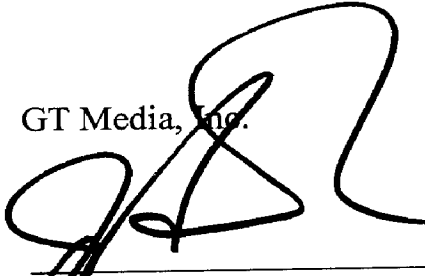
Whereas Assignee Urban Group Exercise LLC (Assignee), of 400 East 71 St., Suite 11D, New York, NY 10021, has acquired the Mark and the registration thereof from GT Media, Inc., pursuant to that certain Stipulation and Settlement Agreement and ORDER dated June 12, 2006 filed with the U.S. Bankruptcy Court, Southern District of New York, Case No. 05-15167;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said GT Media, Inc., as Assignor, does hereby assign unto the said Urban Group Exercise LLC, as Assignee, all right, title and interest in and to the Mark, together with the good will of the business symbolized by the Mark, and the above-identified registration thereof.

Urban Group Exercise, LLC.

By:  (L.S.)
J Berns
Managing Member

GT Media, Inc.

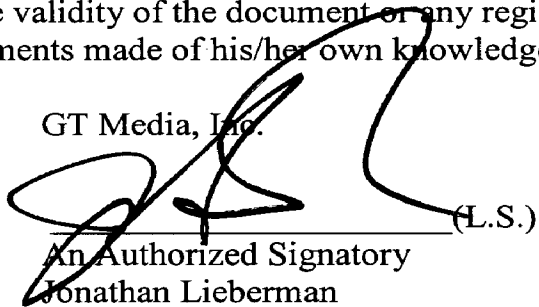
 (L.S.)
An Authorized Signatory
Jonathan Lieberman
VP, Business & Legal Affairs

**ASSIGNMENT OF MARK
CABLEFLEX
Reg. No. 2780148**

Declaration Pursuant to 37 C.F.R. §2.20

The undersigned being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements and the like may jeopardize the validity of the document or any registration resulting therefrom, declares that all statements made of his/her own knowledge are true.

GT Media, Inc.




(L.S.)

An Authorized Signatory
Jonathan Lieberman
VP, Business & Legal Affairs

State of New York)
) ss.:
County of New York)

On this 17th day of July, 2006, before me appeared J
Berns, Managing Member of Urban Group Exercise, LLC, the person who signed this
instrument, who acknowledged that he signed it as a free act on behalf of the identified
limited liability company.


Notary Public

BONNIE L. MOHR
NOTARY PUBLIC, State of New York
No. 02MO611834
Qualified in New York County
Commission Expires June 28, 2008

Tm/cli/Cableflex.2780148