

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	09/25/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Tennessee Pacific Group LLC		09/25/2006	LIMITED LIABILITY COMPANY: TEXAS

**RECEIVING PARTY DATA**

Name:	Provident Intellectual Property LLC
Street Address:	3301 Villanova St.
City:	Dallas
State/Country:	TEXAS
Postal Code:	75225
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Serial Number:	77001749	SKYLOCKER
Serial Number:	78475034	PASSALONG
Serial Number:	78475054	PASSALONG NETWORKS
Serial Number:	78655880	PASSING-AND-POINTS
Serial Number:	78656053	PASSING & POINTS
Serial Number:	78711384	DISCOVERMYMUSIC
Serial Number:	78786626	PASSALONG
Serial Number:	78831184	ONTOUR
Serial Number:	78831217	ONTOUR
Serial Number:	78844175	CONCERT-OF-THE-FUTURE
Serial Number:	78860038	PASSALONG
Serial Number:	78877241	P

CH \$390.00 77001749

Serial Number:	78886050	FREEDOMMP3
Serial Number:	78961093	SPEAKERHEART
Serial Number:	78961099	STOREBLOCKS

**CORRESPONDENCE DATA**

Fax Number: (206)224-0779  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 206-682-8100  
Email: efilings@cojck.com  
Correspondent Name: Christensen O'Connor Johnson Kindness  
Address Line 1: 1420 Fifth Avenue  
Address Line 2: Suite 2800  
Address Line 4: Seattle, WASHINGTON 98101-2347

ATTORNEY DOCKET NUMBER:	TEPG-5-24282
NAME OF SUBMITTER:	Lee E. Johnson, Reg. No. 22,946
Signature:	/LEJ/
Date:	11/17/2006

**Total Attachments: 5**  
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**NUNC PRO TUNC ASSIGNMENT OF TRADEMARKS  
AND PENDING APPLICATIONS**

WHEREAS, Tennessee Pacific Group LLC, a Texas limited liability company, having the business address of d/b/a PassAlong Networks, 230 Franklin Road, Suite 11-JJ, Franklin, TN 37064-2286 (hereinafter the "Assignor"), is the owner of U.S. applications to register the marks *Skylocker*, *PassAlong and Design*, *Passing-And-Points*, *Passing & Points*, *DiscoverMyMusic*, *PassAlong*, *PassAlong Networks and Design*, *OnTour*, *OnTour and Design*, *Concert-of-The-Future*, *P and Design*, *Freedom MP3*, *Speakerheart*, and *StoreBlocks*, all listed and more fully described in the attached Schedule A (hereinafter the "Trademarks"); and

WHEREAS, Provident Intellectual Property LLC, a Texas limited liability company, having the business address of 3301 Villanova Street, Dallas, TX 75225 (hereinafter the "Assignee"), acquired said Trademarks, the pending applications therefor, and Assignor's rights to said Trademarks;

NOW, THEREFORE, effective nunc pro tunc on or about September 25, 2006, for sufficient, good, and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby memorialize and clarify the prior understanding of the parties that Assignor has sold, assigned and transferred unto Assignee its entire right, title to and interest in said Trademarks, the pending applications therefor, together with the ongoing and existing business of Assignor or portion thereof to which said Trademarks pertains and the goodwill of the business symbolized thereby.

The Commissioner of Patents and Trademarks is requested to issue the Certificate of Registration to Assignee.

Executed at FRANKLIN (city), TENNESSEE (state), this 10 day of NOVEMBER 2006.

TENNESSEE PACIFIC GROUP LLC

*David Jaworski*  
(Signature)

DAVID JAWORSKI  
(Typed or Printed Name)

CEO  
(Title)

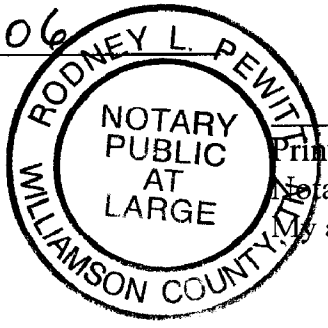
STATE OF TENNESSEE  
) ss.  
COUNTY OF WILLIAMSON

LAW OFFICES OF  
CHRISTENSEN O'CONNOR JOHNSON KINDNESS<sup>PLLC</sup>  
1420 Fifth Avenue  
Suite 2800  
Seattle, Washington 98101  
206.465.8300  
**TRADEMARK**

I certify that I know or have satisfactory evidence that Dave Jaworski is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the CEO of Tennessee Pacific Group LLC to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: 11-10-06

(Seal or stamp)



*Rodney L. Pewitt*

Printed Name: RODNEY L. PEWITT

Notary Public

My appointment expires 2-24-2008

LEJ:pas/epd

1420 Fifth Avenue, Suite 2800  
 Seattle, Washington 98101-2347  
 Telephone: (206) 682-8100  
 Fax: (206) 224-0779

# Tennessee Pacific Group, L.L.C.

October 1, 2006

## Active Trademarks

### U.S. Pending Applications (sorted by Serial Number)

TRADEMARK

REEL: 003430 FRAME: 0349

COJK Ref.	Client Ref.	Status	Mark	Owner	Country/ Intl Class	Appl. No./ Date Filed	Reg. No./ Reg. Date	Action	Date
TEPG-2-0034488		Pending	SKYLOCKER	Tennessee Pacific Group LLC	USA IC9	77/001,749 09/18/2006		Anniversary Letter Office Action/Notice of Publication? Convention Filing	12/18/2006 01/18/2007 03/18/2007
TEPG-2-0033329		Pending	PASSALONG and Design	Tennessee Pacific Group LLC	USA IC9 IC35 IC38 IC41 IC42	78/475,034 08/27/2004		Notice of Publication/Appeal Resume?	12/30/2006
TEPG-2-0033328		Pending	PASSALONG NETWORKS and Design	Tennessee Pacific Group LLC	USA IC9 IC35 IC38 IC41 IC42	78/475,054 08/27/2004		Notice of Allowance?	12/22/2006
TEPG-2-0033315		Pending	Passing-and-Points	Tennessee Pacific Group LLC	USA IC35	78/655,880 06/22/2005		Notice of Allowance?	01/05/2007
TEPG-2-0033316		Pending	Passing & Points	Tennessee Pacific Group LLC	USA IC35	78/656,053 06/22/2005		Notice of Allowance?	01/05/2007
TEPG-2-0033307		Pending	DiscoverMyMusic	Tennessee Pacific Group LLC	USA IC9 IC41	78/711,384 09/12/2005		Office Action/Notice of Publication?	01/28/2007

COJK Ref: Client Ref: Status Mark Owner Country/ Intl Class Appl. No./ Date Filed Reg. No./ Reg. Date Action Date

TEPG-2-0033189 Pending PASSALONG Tennessee Pacific Group LLC USA IC9 78/786,626 01/06/2006 2 Months to Respond to Office Action 10/26/2006  
 USA IC35 Respond to Office Action 12/26/2006  
 USA IC38  
 USA IC41  
 USA IC42

TEPG-2-0033378 Pending ONTOUR Tennessee Pacific Group LLC USA IC9 78/831,184 03/07/2006 2 Months to Respond to Office Action 12/24/2006  
 USA IC16 Respond to Office Action 02/24/2007  
 USA IC35  
 USA IC38  
 USA IC41  
 USA IC42

TEPG-2-0033379 Pending ONTOUR and Design (pick design) Tennessee Pacific Group LLC USA IC9 78/831,217 03/07/2006 2 Months to Respond to Office Action 12/24/2006  
 USA IC16 Respond to Office Action 02/24/2007  
 USA IC35  
 USA IC38  
 USA IC41  
 USA IC42

TEPG-2-0033303 Pending CONCERT-OF-THE-FUTURE Tennessee Pacific Group LLC USA IC9 78/844,175 03/23/2006 2 Months to Respond to Office Action 12/25/2006  
 USA IC16 Respond to Office Action 02/25/2007  
 USA IC35  
 USA IC38  
 USA IC41  
 USA IC42

TEPG-2-0033425 Pending PASSALONG Tennessee Pacific Group LLC USA IC16 78/860,038 04/12/2006 Convention Filing 10/12/2006  
 USA IC41 2 Months to Respond to Office Action 10/26/2006  
 Respond to Office Action 12/26/2006

TEPG-2-0033534 Pending P and Design (arrow) Tennessee Pacific Group LLC USA IC9 78/877,241 05/05/2006 Convention Filing 11/05/2006  
 USA IC16 2 Months to Respond to Office Action 12/29/2006  
 USA IC35 Respond to Office Action 02/28/2007  
 USA IC38  
 USA IC41  
 USA IC42

COJK Ref	Client Ref	Status	Mark	Owner	Country/ Intl	Class	Appl. No./ Date Filed	Reg. No./ Reg. Date	Action	Date
TEPG-2-0033854		Pending	FreedomMP3	Tennessee Pacific Group LLC	USA	IC9	78/886,050 05/17/2006		Convention Filing	11/17/2006
					IC9				2 Months to Respond to Office Action	12/25/2006
					IC35				Respond to Office Action	02/25/2007
					IC38					
					IC42					
TEPG-2-0034441		Pending	SPEAKERHEART	Tennessee Pacific Group LLC	USA	IC9	78/961,093 08/25/2006		Anniversary Letter	11/25/2006
					IC16				Office Action/Notice of Publication?	12/25/2006
					IC35				Convention Filing	02/25/2007
					IC41					
					IC42					
TEPG-2-0034442		Pending	StoneBlocks	Tennessee Pacific Group LLC	USA	IC9	78/961,099 08/25/2006		Anniversary Letter	11/25/2006
					IC16				Office Action/Notice of Publication?	12/25/2006
					IC35				Convention Filing	02/25/2007
					IC41					
					IC42					

The information contained in this status report is privileged and confidential information intended only for the use of Tennessee Pacific Group, L.L.C. This information is continually updated in the records at Christensen O'Connor Johnson Kindness and may be subject to change at any time. Comments, questions or changes should be directed to Christensen O'Connor Johnson Kindness.