

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
Rainbow HD Holdings LLC		03/12/2007	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	GamePlay HD Company LLC		
Street Address:	1111 Stewart Avenue		
City:	Bethpage		
State/Country:	NEW YORK		
Postal Code:	11714		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3181999	GAMEPLAY	
CORRESPONDENCE DATA			
Fax Number:	(212)415-8701		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 415-8700		
Email:	ptotmcommunications@morganfinnegan.com		
Correspondent Name:	Morgan & Finnegan, LLP Attn: M. Perry		
Address Line 1:	3 World Financial Center		
Address Line 4:	New York, NEW YORK 10281-2101		
ATTORNEY DOCKET NUMBER:	3895-4627		
NAME OF SUBMITTER:	Maren C. Perry		
Signature:	/mcp/		
Date:	03/13/2007		

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Total Attachments: 1
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TRADEMARK ASSIGNMENT

WHEREAS, RAINBOW HD HOLDINGS LLC, a limited liability company duly organized and existing under the laws of the State of Delaware, having a business address at 1111 Stewart Avenue, Bethpage, New York 11714 (hereinafter "Assignor"), is the owner of the U.S. trademark registration for GAMEPLAY (Registration No. 3,181,999); and

WHEREAS, GAMEPLAY HD COMPANY LLC, a limited liability company duly organized and existing under the laws of the State of Delaware, having a business address at 1111 Stewart Avenue, Bethpage, New York 11714 (hereinafter "Assignee") is desirous of acquiring any and all rights that Assignor may have in and to the subject mark;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the mark and the U.S. trademark registration therefore, including the good will associated with the mark;

Assignor agrees to execute and deliver at the request of Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts that Assignee may require in order to vest all of Assignor's rights, title, and interest in and to the mark in the Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.

Dated: March 12, 2007

OR RAINBOW HD HOLDINGS LLC

By: Greg Meyer 3/12/07

Title: GENERAL MANAGER

Name: Greg Meyer