

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
Paragon Publishing, Inc.		12/29/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Club Media Inc.		
Street Address:	27 Glen Road		
Internal Address:	3rd Floor		
City:	Sandy Hook		
State/Country:	CONNECTICUT		
Postal Code:	06482		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	1062218	CLUB	
Registration Number:	1590842	CLUB INTERNATIONAL	
Registration Number:	1997162	CLUB CONFIDENTIAL	
Serial Number:	78523756	CLUB DVD	
Serial Number:	78548971	CLUB ON DVD	
CORRESPONDENCE DATA			
Fax Number:	(202)408-4400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202.408.4000		
Email:	docketing@finnegan.com		
Correspondent Name:	Margaret A. Esquenet		
Address Line 1:	901 New York Avenue, N.W.		
Address Line 2:	Finnegan, Henderson et al		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20001		

OP \$140.00 1062218

ATTORNEY DOCKET NUMBER:	02039.0011
NAME OF SUBMITTER:	Margaret A. Esquenet
Signature:	/Margaret A. Esquenet/
Date:	03/26/2007
Total Attachments: 3 source=0009024#page1.tif source=0009024#page2.tif source=0009024#page3.tif	

ASSIGNMENT OF TRADEMARKS

WHEREAS, Paragon Publishing, Inc., a Delaware corporation, ("ASSIGNOR"), is the owner of record of the U.S. trademark registrations and U.S. trademark applications listed in Schedule A hereto (collectively the "Marks"); and

WHEREAS, Club Media Inc., a Delaware corporation, having its principal offices at 27 Glen Road, Third Floor, Sandy Hook, Connecticut 06482, ("ASSIGNEE"), contemporaneously with the execution of this assignment, is, and will be, the successor to the ongoing and existing business of ASSIGNOR to which the Marks pertain; and is desirous of acquiring said Marks and the goodwill symbolized thereby;

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby assign and transfer to ASSIGNEE, its successors and assigns, ASSIGNOR'S entire right, title and interest in and to said Marks, including the registrations and applications therefor set forth in Schedule A hereto, together with the good will of the business symbolized by the Marks.

The Under Secretary of Commerce for Intellectual Property and Director of the United States Patent and Trademark Office is requested to issue Certificates of Registration arising from the pending applications listed on Schedule A hereto to said ASSIGNEE, Club Media Inc.

[Signature Page Follows]

WLL

SCHEDULE A

TRADEMARK REGISTRATIONS

REGISTRATION NO.	TRADEMARK	REGISTRATION DATE
1,062,218	CLUB	MARCH 29, 1977
1,590,842	CLUB INTERNATIONAL	APRIL 10, 1990
1,997,162	CLUB CONFIDENTIAL	AUGUST 27, 1996

TRADEMARK APPLICATIONS

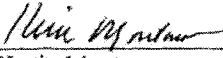
APPLICATION NO.	TRADEMARK	FILING DATE
78523756	CLUB DVD (Stylized)	NOVEMBER 29, 2004
78548971	CLUB ON DVD (Stylized)	JANUARY 18, 2005

9982507V.2

Handwritten mark

IN WITNESS WHEREOF, the parties hereto have executed this Agreement this 19th day
of DECEMBER, 2006

PARAGON PUBLISHING, INC.

By: 
Name: Kevin Montanaro

Title: President

- 2 -