

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
Muze Inc.		05/09/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	Muze Acquisition Corp.
Street Address:	304 Hudson Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1758885	MUZE
Registration Number:	2955328	MUZE STORE-PLUS FOR BODY MIND SPIRIT
Registration Number:	2674561	MUZE VIEWS
Registration Number:	2614527	MUZEGAMES
Registration Number:	2703726	MUZETUNES
Registration Number:	2544258	PHONOLOG
Registration Number:	2267273	THE ENCYCLOPEDIA OF POPULAR MUSIC
Registration Number:	1287905	VIDEOLOG

CORRESPONDENCE DATA	
Fax Number:	(212)775-8824
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212 775 8744
Email:	dctrademarks@kilpatrickstockton.com
Correspondent Name:	Amanda L. McCoy
Address Line 1:	31 West 52nd Street

OP \$215.00 1758885

Address Line 2: 14th Floor
Address Line 4: New York, NEW YORK 10019

NAME OF SUBMITTER:	Amanda L. McCoy
Signature:	/Amanda L. McCoy/
Date:	09/11/2007

Total Attachments: 15

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TRADEMARK ASSIGNMENT AGREEMENT

TRADEMARK ASSIGNMENT AGREEMENT (this "Assignment") is dated as of May 9, 2005 between Muze Inc., a corporation organized and existing under and by virtue of the laws of the State of New York, and having a place of business at 304 Hudson Street, New York, New York 10013 ("Assignor"), and Muze Acquisition Corp., a corporation organized and existing under and by virtue of the laws of the State of Delaware, and having a place of business at c/o Enterprise Partners Venture Capital, 2223 Avenida de la Playa, Suite 300, La Jolla, California 92037 ("Assignee").

WHEREAS, Assignor has adopted, used and is using the trademarks listed in Schedule A hereto (collectively, the "Marks"); and

WHEREAS, pursuant to the Asset Purchase Agreement dated as of April 28, 2005 (the "Agreement") by and between Assignor, Assignee and (solely for purposes of Section 8 thereof) Metromedia Company, Assignor agreed to sell, assign and transfer to Assignee and Assignee agreed to acquire certain assets from Assignor including all right, title and interest of Assignor in and of the Marks, together with the goodwill of Assignor's business (the "Business") associated with the Marks.

NOW, THEREFORE, for one dollar (\$1) and other good and valuable consideration paid by Assignee, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby irrevocably assigns to Assignee, its successors and assigns, and Assignee hereby assumes, all of Assignee's right, title and interest in and to the Marks together with the goodwill of the Business associated with the Marks, and all trademark registrations and applications therefore, in the United States, its territories and possessions and throughout the world as well as renewals and extensions of the registrations that exist or may be secured under the laws of the United States, its territories and possessions and throughout the world, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns, or other legal representatives as fully and entirely as the same would have been held and enjoyed by the Assignor if this Assignment had not been made, together with all income, royalties, damages, or payments due or payable as of the date hereof or thereafter, including without limitation, all claims for damages by reason of future infringement or other unauthorized use of the Marks, with the right to sue for damages, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor agrees to execute all such other documents as may be reasonably needed to establish Assignee as the record owner of the Marks.

Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States of America, or with respect to any foreign trademarks or service marks or applications or registrations for such marks the foreign equivalent as the case may be, to record Assignee (or any affiliate thereof designated by Assignee) as owner of the Marks and to issue any and all registrations, including renewals thereof, to Assignee (or any such affiliate thereof), its successors, assigns, nominees or other legal representatives.

[signature page in counterparts follows]

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the day first above written.

MUZE INC.

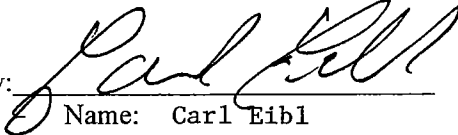
By: _____
Name:
Title:

STATE OF _____)
) ss.:
COUNTY OF _____)

On the ____ day of May 2005, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that (s)he is the _____ of Muze Inc., the corporation described in and which executed by order of the Board of Directors of said corporation and that (s)he signed his name thereto by like order.

Notary Public

MUZE ACQUISITION CORP.

By: 
Name: Carl Eibl
Title: President

SCHEDULE A

TRADEMARKS FOR CLIENT/DIVISION

MUZE, Inc.

MarkName	ApplicationNumber	RegistrationNumber	PublicationDate
CountryName	ApplicationDate	RegistrationDate	ExpirationDate
MUZE	A595,632	595,632	
Australia	2/10/1993	2/10/1993	2/10/2013
AttorneyName	Elizabeth A. Corradino		
CurrentOwnerN	08612-113-19	REG NAT	Registered
AgentName			
	ClassNumber	ClassType	Goods
	041	International	Information services, namely, providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.
MUZE	792813	526057	
Benelux	2/9/1993	2/9/1993	2/9/2013
AttorneyName	Elizabeth A. Corradino		
CurrentOwnerN	08612-113-18	REG NAT	Registered
AgentName			
	ClassNumber	ClassType	Goods
	041	International	Services of a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.
	042	International	Providing access to a database of information regarding the pre-recorded music of others, which music is available to the public
MUZE	817410899	817410899	
Brazil	8/2/1993	3/28/1995	3/28/2005
AttorneyName	Elizabeth A. Corradino		
CurrentOwnerN	08612-113-2	REG NAT	Registered
AgentName			
	ClassNumber	ClassType	Goods
	038	International	Information services; namely, providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.

TRADEMARKS FOR CLIENT/DIVISION

MUZE, Inc.

MarkName	CountryName	ApplicationNumber	RegistrationNumber	PublicationDate
		ApplicationDate	RegistrationDate	ExpirationDate
MUZE	Canada	0722512	TMA430231	
		2/10/1993	7/8/1994	7/8/2009
AttorneyName	Elizabeth A. Corradino	DocketNumber	REG NAT	Registered
CurrentOwnerN	MUZE, Inc.	08612-113-17		
AgentName		ClassNumber	ClassType	Goods
		International		Computer database which provides information regarding recorded music available on cassette or compact disc; and information services, namely, providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.
MUZE	China P.R.	93094627	776647	
		9/30/1993	1/28/1995	1/28/2015
AttorneyName	Elizabeth A. Corradino	DocketNumber	REG NAT	Registered
CurrentOwnerN	MUZE, Inc.	08612-113-1		
AgentName		ClassNumber	ClassType	Goods
		041	International	Providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.
		CPIT Patent & Trademark Law Offic		
MUZE	Denmark	0994/93	5847/93	
		2/12/1993	8/6/1993	8/6/2013
AttorneyName	Elizabeth A. Corradino	DocketNumber	REG NAT	Registered
CurrentOwnerN	MUZE, Inc.	08612-113-16		
AgentName		ClassNumber	ClassType	Goods
		042	International	Information services, namely, providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.

TRADEMARKS FOR CLIENT/DIVISION

MUZE, Inc.

MarkName	CountryName	ApplicationNumber	RegistrationNumber	PublicationDate
		ApplicationDate	RegistrationDate	ExpirationDate
MUZE	France	93/467625	93/467625	
AttorneyName	Elizabeth A. Corradino	5/7/1993	5/7/1993	5/31/2013
CurrentOwnerN	MUZE, Inc.	08612-113-15	REG NAT	Registered
AgentName		ClassNumber	ClassType	Goods
		035	International	
		041	International	
		042	International	
MUZE	Germany	2054825	2054825	
AttorneyName	Elizabeth A. Corradino	2/5/1993	1/20/1994	2/28/2013
CurrentOwnerN	MUZE, Inc.	08612-113-14	REG NAT	Registered
AgentName		ClassNumber	ClassType	Goods
		042	International	Information services, namely, providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.
MUZE	Great Britain	1527054	1527054	
AttorneyName	Elizabeth A. Corradino	2/17/1993	2/17/1993	2/17/2010
CurrentOwnerN	MUZE, Inc.	08612-113-3	REG NAT	Registered
AgentName	Dannemann Siemsen Bigler & Ipane	ClassNumber	ClassType	Goods
		042	International	Information services; namely, providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.

TRADEMARKS FOR CLIENT/DIVISION

MUZE, Inc.

MarkName	ApplicationNumber	RegistrationNumber	PublicationDate
CountryName	ApplicationDate	RegistrationDate	ExpirationDate
MUZE	114040	114040	
Greece	5/5/1993	10/17/1995	5/5/2013
AttorneyName	Elizabeth A. Corradino	REG NAT	Registered
CurrentOwnerN	08612-113-13		
AgentName			
	ClassNumber	ClassType	Goods
	042	International	Information services, namely, providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.
	DocketNumber		
	7437/93	3836/95	
MUZE	7/19/1993	7/19/1993	7/19/2014
Hong Kong			
AttorneyName	Elizabeth A. Corradino	REG NAT	Registered
CurrentOwnerN	08612-113-12		
AgentName			
	ClassNumber	ClassType	Goods
	042	International	Information services, namely, providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.
	DocketNumber		
	93/0522	154030	
MUZE	2/10/1993	2/10/1993	2/10/2010
Ireland			
AttorneyName	Elizabeth A. Corradino	REG NAT	Registered
CurrentOwnerN	08612-113-11		
AgentName			
	ClassNumber	ClassType	Goods
	009	International	

TRADEMARKS FOR CLIENT/DIVISION

MUZE, Inc.

MarkName	CountryName	ApplicationNumber	RegistrationNumber	PublicationDate
		ApplicationDate	RegistrationDate	ExpirationDate
MUZE	Italy	M193C001015	667337	
AttorneyName	Elizabeth A. Corradino	2/16/1993	1/26/1996	2/16/2013
CurrentOwnerN	MUZE, Inc.	08612-113-10	REG NAT	Registered
AgentName				
		ClassNumber	ClassType	Goods
		042	International	Information services, namely, providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.
MUZE	Japan	36,236/93	4370313	
AttorneyName	Elizabeth A. Corradino	4/12/1993	3/24/2000	3/24/2010
CurrentOwnerN	MUZE, Inc.	08612-113-9	REG NAT	Registered
AgentName				
		ClassNumber	ClassType	Goods
		035	International	Supply of convenience in relation to sales or lease of cassette tapes or compact disks recorded with music based on retrieval by electronic computer for the titles or other index items of said cassette tapes or compact disk recorded with music.
MUZE	Mexico	162831	463298	
AttorneyName	Elizabeth A. Corradino	3/12/1993	6/14/1994	3/12/2013
CurrentOwnerN	MUZE, Inc.	08612-113-8	REG NAT	Registered
AgentName				

TRADEMARKS FOR CLIENT/DIVISION

MUZE, Inc.

MarkName	CountryName	ApplicationNumber	RegistrationNumber	PublicationDate
		ApplicationDate	RegistrationDate	ExpirationDate
MUZE	New Zealand	259824	259824	
		3/12/1996	3/12/1996	3/12/2017
AttorneyName	Elizabeth A. Corradino	DocketNumber	REG NAT	Registered
CurrentOwnerN	MUZE, Inc.	08612-113-7		
AgentName		ClassNumber	ClassType	Goods
		041	International	Educational, entertainment and recreational services, including providing access to a database of information regarding the pre-recorded music of others.
MUZE	Portugal	289908	289908	
		3/5/1993	5/24/1994	5/24/2014
AttorneyName	Elizabeth A. Corradino	DocketNumber	REG NAT	Registered
CurrentOwnerN	MUZE, Inc.	08612-113-5		
AgentName		ClassNumber	ClassType	Goods
		042	International	Information services; namely, providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.
MUZE	South Africa	96/4795	96/4795	
		4/11/1996	4/11/1996	4/11/2006
AttorneyName	Elizabeth A. Corradino	DocketNumber	REG NAT	Registered
CurrentOwnerN	MUZE, Inc.	08612-113-6		
AgentName		ClassNumber	ClassType	Goods
		042	International	

TRADEMARKS FOR CLIENT/DIVISION

MUZE, Inc.

MarkName	CountryName	ApplicationNumber	RegistrationNumber	PublicationDate	ExpirationDate
MUZE	Spain	1751861	0751861		
AttorneyName	Elizabeth A. Corradino	3/23/1993	3/23/1993		3/23/2013
CurrentOwnerN	MUZE, Inc.	08612-113-4	REG NAT		Registered
AgentName	Dannemann Siemsen Bigler & Ipane				
		ClassNumber	ClassType	Goods	
		042	International	Information services; namely, providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.	
VIDELOG	United States	73434812	1287905		5/8/1984
AttorneyName	Elizabeth A. Corradino	7/15/1983	7/31/1984		7/31/2004
CurrentOwnerN	MUZE, Inc.	08612-101-12	REG NAT		Registered
AgentName					
		ClassNumber	ClassType	Goods	
		016	International	Catalogs Containing Listings of Videodiscs and Pre-Recorded Video Cassettes, and Periodical Supplements for Such Catalogs	
MUZE	United States	74137069	1758885		12/22/1992
AttorneyName	Elizabeth A. Corradino	2/7/1991	3/16/1993		3/16/2013
CurrentOwnerN	MUZE, Inc.	08612-101-2	REG NAT		Registered
AgentName					
		ClassNumber	ClassType	Goods	
		042	International	Information services; namely, providing access to a database of information regarding the pre-recorded music of others, which music is available to the public on cassette or compact disc.	

TRADEMARKS FOR CLIENT/DIVISION

MUZE, Inc.

<i>MarkName</i>	<i>ApplicationNumber</i>	<i>RegistrationNumber</i>	<i>PublicationDate</i>
<i>CountryName</i>	<i>ApplicationDate</i>	<i>RegistrationDate</i>	<i>ExpirationDate</i>
THE ULTIMATE MIND FOR MUSIC	74425734	1838928	3/15/1994
United States	8/18/1993	6/7/1994	6/7/2014
<i>AttorneyName</i> Elizabeth A. Corradino	<i>DocketNumber</i> 08612-101-9	REG NAT	Registered
<i>CurrentOwnerN</i> MUZE, Inc.	<i>ClassNumber</i> 042	<i>ClassType</i> International	<i>Goods</i> Information services; namely, providing access to a database of information regarding pre-recorded music of others, which music is available to the public on cassette or disk.
<i>AgentName</i>	74678953	1987762	
GAMELOG	5/23/1995	7/16/1996	7/16/2006
United States	<i>DocketNumber</i> 08612-101-1	REG NAT	Registered
<i>AttorneyName</i> Elizabeth A. Corradino	<i>ClassNumber</i> 009	<i>ClassType</i> International	<i>Goods</i> Computer software program containing an electronic database of videogames, instructions for playing videogames, hints for playing the videogames, and instruction manuals associated therewith
<i>CurrentOwnerN</i> MUZE, Inc.	75523973	2267273	5/11/1999
<i>AgentName</i>	7/23/1998	8/3/1999	8/3/2009
THE ENCYCLOPEDIA OF POPULAR MUSIC	<i>DocketNumber</i> 08612-101-8	REG NAT	Registered
United States	<i>ClassNumber</i> 016	<i>ClassType</i> International	<i>Goods</i> Reference books about music
<i>AttorneyName</i> Ross J. Charap			
<i>CurrentOwnerN</i> MUZE, Inc.			
<i>AgentName</i>			

TRADEMARKS FOR CLIENT/DIVISION

MUZE, Inc.

MarkName	CountryName	ApplicationNumber	RegistrationNumber	PublicationDate
		ApplicationDate	RegistrationDate	ExpirationDate
PHONOLOG	United States	76070623	2544258	12/11/2001
AttorneyName	Elizabeth A. Corradino	6/19/2000	3/5/2002	3/5/2012
CurrentOwnerN	MUZE, Inc.	08612-101-7	REG NAT	Registered
AgentName				
		ClassNumber	ClassType	Goods
		016	International	Catalogs featuring phonograph records, compact discs and prerecorded audio tapes and periodically issued supplements therefor, and printed lists of popular phonograph records, compact discs and prerecorded audio tapes which are periodically issued, and other printed lists of phonograph records, which are issued from time to time
MUZEGAMES	United States	76211465	2614527	6/11/2002
AttorneyName	Elizabeth A. Corradino	2/16/2001	9/3/2002	9/3/2012
CurrentOwnerN	MUZE, Inc.	08612-101-5	REG NAT	Registered
AgentName				
		ClassNumber	ClassType	Goods
		041	International	Providing computer-accessible databases containing information on video and computer game programs.
MUZETUNES	United States	76231036	2703726	1/14/2003
AttorneyName	Elizabeth A. Corradino	3/27/2001	4/8/2003	4/8/2013
CurrentOwnerN	MUZE, Inc.	08612-101-6	REG NAT	Registered
AgentName				
		ClassNumber	ClassType	Goods
		038	International	Audio streaming transmission via a global computer network featuring previews of samples of songs.

TRADEMARKS FOR CLIENT/DIVISION

MUZE, Inc.

MarkName	CountryName	ApplicationNumber	RegistrationNumber	PublicationDate
		ApplicationDate	RegistrationDate	ExpirationDate
MUZE VIEWS	United States	76352007	2674561	12/22/2002
AttorneyName	Elizabeth A. Corradino	12/20/2001	1/14/2003	1/14/2013
CurrentOwnerN	MUZE, Inc.	DocketNumber	REG NAT	Registered
AgentName		ClassNumber	ClassType	Goods
		041	International	PROVIDING AN ON-LINE COMPUTER DATABASE FEATURING VIDEO AND DVD PREVIEW PRESENTATIONS OF MOTION PICTURES AND MUSIC VIDEOS
MUZE STORE-PLUS FOR BODY MIND SPIRIT	United States	76468053		3/16/2004
AttorneyName	Elizabeth A. Corradino	11/19/2002	Z NAT	Filed
CurrentOwnerN	MUZE, Inc.	DocketNumber	08612-101-3	
AgentName		ClassNumber	ClassType	Goods
		041	International	Providing an online computer database containing information about video recordings, audio recordings, books and textual works owned by third parties, relating to body, mind, spirit, new age health and alternative health and fitness, to be distributed by means of kiosks and via a global computer network; (Based on Use in Commerce); Providing an online computer database containing video samples and audio samples relating to body, mind, spirit, new age health and alternate health and fitness, to be distributed by means of kiosks and via a computer network (Based on Intent to Use)

TRADEMARKS FOR CLIENT/DIVISION

MUZE, Inc.

<i>MarkName</i>	<i>ApplicationNumber</i>	<i>RegistrationNumber</i>	<i>PublicationDate</i>
<i>CountryName</i>	<i>ApplicationDate</i>	<i>RegistrationDate</i>	<i>ExpirationDate</i>
THE ULTIMATE MIND FOR MUSIC	78430979		
United States	6/7/2004		
<i>AttorneyName</i> Elizabeth A. Corradino	<i>DocketNumber</i> 08612-101-11	Z NAT	Filed
<i>CurrentOwnerN</i> MUZE, Inc.	<i>ClassNumber</i> 041	<i>ClassType</i> International	
<i>AgentName</i>	<i>Goods</i>		
	Information services; namely, providing access to a database of information regarding pre-recorded music of others, which music is available to the public on cassette or disk.		