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Section 4A (Applications)

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76468369
78493595
76240814
76468372
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77152322
77035058
77022343
78816737
78493596
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77021181
78940504
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77002851
76341506
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Section 4B (Registrations)

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3163953
3228649
3206793
2072696
3127276
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2449119
3261379
2600504
3085737
2902970
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2998285
2976807
2449110
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3242065
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2165852

ASSIGNMENT OF TRADEMARKS AND APPLICATIONS FOR TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS AND APPLICATIONS FOR TRADEMARKS (this "**Assignment**") is made this 14th day of August, 2007, by Felix Dennis, an individual residing at 9/11 Kingley Street, London, England W1B 5PN ("**Seller**").

WITNESSETH:

WHEREAS, Seller is the owner of its right, title and interest in, to and under the United States trademark registrations and applications listed on Schedule A (collectively, the "**Trademarks**");

WHEREAS, Alpha Media Group Inc., a Delaware corporation ("**Buyer**"), is desirous of acquiring the Seller's entire right, title and interest in, to and under the Trademarks; and

WHEREAS, Seller and Buyer are parties to that certain Intellectual Property Transfer Agreement, dated of even date herewith, pursuant to which Seller has agreed to convey the Trademarks to Buyer;

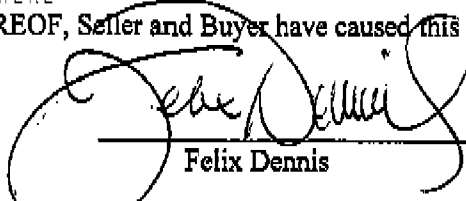
NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged the parties, intending to be legally bound, agree as follows:

1. Seller hereby sells, assigns and transfers unto the Buyer Seller's entire right, title and interest in and to the Trademarks, together with all goodwill associated therewith, and all rights to sue or recover and retain damages and costs and attorneys' fees for past, present and future infringement or misappropriation of any of the foregoing.

2. Seller hereby authorizes and requests the officials of the U.S. Patent and Trademark Office to reflect the assignment to Buyer of all of Seller's entire right, title and interest in and to the same for the sole use and enjoyment of the Buyer, its successors and assigns.

3. This Assignment may be executed in any number of counterparts each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, Seller and Buyer have caused this
Assignment to be executed.




Felix Dennis
Alpha Media Group Inc.

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Seller and Buyer have caused this Assignment
to be executed.

Felix Dennis

Alpha Media Group Inc.

By: 
Name:
Title:

SCHEDULE A*Registrations:*

Mark	Number	Reg. Date
"M" Logo	2,922,400	February 1, 2005
"M" Logo	3,163,953	October 24, 2006
"M" Logo	3,228,649	April 10, 2007
"M" Logo	3,206,793	February 6, 2007
MAXIM	2,072,696	June 17, 1997
MAXIM	3,127,276	August 8, 2006
MAXIM	3,228,647	April 10, 2007
MAXIM	2,449,119	May 8, 2001
MAXIM	3,261,379	July 10, 2007
MAXIM BOOKS	2,600,504	July 30, 2002
MAXIM CASINO	3,085,737	April 25, 2006
MAXIM GOES TO THE MOVIES	2,902,970	November 16, 2004
MAXIM LIVING	3,124,536	August 1, 2006
MAXIM LIVING	2,988,285	August 23, 2005
MAXIM MAGAZINE	2,976,807	July 26, 2005
MAXIM ONLINE	2,449,110	May 8, 2001
MAXIMONLINE.COM	2,565,895	April 30, 2002
MAXIM RADIO	2,976,481	July 26, 2005
MAXIM RADIO	3,068,330	March 14, 2006
MAXIM TV	2,976,337	July 26, 2005
MAXIM TV	2,983,401	August 9, 2005
MISS MAXIM	3,228,883	April 10, 2007
BLENDER	1,957,138	February 20, 1996
BLENDER	3,195,851	January 9, 2007
BLENDER	3,106,578	June 20, 2006
BLENDER	3,106,577	June 20, 2006
STUFF	2,191,323	September 22, 1998
STUFF'S STARLETS	3,242,065	May 15, 2007
STUFF VIP TRAVEL	3,263,008	July 10, 2007
THE BEST THING TO HAPPEN TO MEN SINCE WOMEN	2,165,852	June 16, 1998

Pending Applications:

Mark	App. Number	App. Date
CLUB MAXIM	78/359,239	January 29, 2004
CLUB MAXIM	78/644,665	June 6, 2005
FACE OF MAXIM	77/183,372	May 17, 2007
MAXIM	76/468,369	November 18, 2002
MAXIM	78/214,573	February 13, 2003
MAXIM	78/493,595	October 2, 2004
MAXIM	78/495,780	October 6, 2004
MAXIM	76/240,814	April 16, 2001
MAXIM	78/586,278	March 14, 2005
MAXIM	78/768,015	December 6, 2005
MAXIM	76/468,372	November 18, 2002
MAXIM	78/687,197	August 6, 2005
MAXIM	78/687,196	August 6, 2005
MAXIM COMEDY ALL STARS	77/152,322	April 9, 2007
MAXIM ENTERTAINMENT NETWORK	77/035,058	November 2, 2006
MAXIM FILMS	77/022,343	October 16, 2006
MAXIM GRILL	78/687,198	August 6, 2005
MAXIM GRILL	78/816,737	February 16, 2006
MAXIM HOTEL	78/371,631	February 20, 2004
MAXIM HOTEL AND CASINO	78/363,739	February 6, 2004
MAXIM LIVING	78/493,596	October 2, 2004
MAXIM LOUNGE	78/341,754	December 17, 2003
MAXIM LOUNGE	78/644,668	June 6, 2005
MAXIM MILLION DOLLAR BABES	78/591,364	March 21, 2005
MAXIM MILLION DOLLAR BABES	78/634,932	May 23, 2005
MAXIM PRIME	78/820,846	February 22, 2006
MAXIM SPORTS BARS	76/057,667	May 26, 2000
MAXIM STEAK	78/797,175	January 23, 2006
MAXIM STEAKHOUSE	78/687,199	August 6, 2005
MAXIM'S MEN OF COMEDY	77/021,181	October 13, 2006
MAXIM'S MOST AWESOME AWARDS	78/940,504	July 28, 2006
MAXIM'S WOMEN OF COMEDY	77/021,183	October 13, 2006

Mark	App. Number	App. Date
MAXIM'S WOMEN OF THE YEAR	77/002,851	September 19, 2006
MEN	76/341,506	November 26, 2001
BLENDER	78/495,784	October 6, 2004
BLENDER THEATER	77/141,457	March 27, 2007
STUFF CASINO	78/927,315	July 12, 2006
STUFF HOTEL	78/873,312	May 1, 2006
STUFF LEGENDS	77/028,583	October 24, 2006
STUFF LEGENDS	78/927,313	July 12, 2006
STUFF LODGE	77/167,078	April 27, 2007
STUFF LODGE	77/167,077	April 27, 2007
DENNIS DIGITAL	78/759,007	November 22, 2005
IT'S BAD - REALLY, REALLY BAD!	78/411,700	April 30, 2004
K-MAXX!	78/411,698	April 30, 2004