

SUBSTITUTE FORM PTO 1594
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

TELAMERICA MEDIA INCORPORATED

- Individual(s)
- General Partnership
- Corporation
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies):

TELAMERICA, LLC
1435 Walnut Street
Philadelphia, PA 19102

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation: Delaware
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date: May 13, 2008

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

78/458542 75/602882
75/830074 75/074755
75/810319 74/580817

B. Trademark Reg. No.(s):

2518342
2197867
2088836

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Robert E. Cannuscio, Esquire
Drinker Biddle & Reath LLP
One Logan Square
18th & Cherry Streets
Philadelphia, PA 19103-6996

Attorney Docket No. 16256-403248

6. Total number of applications and registrations involved: 9

7. Total fee: (37 CFR 3.41) \$ 360.00
 Enclosed
 Authorized to be charged to deposit account

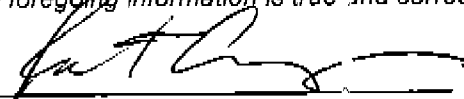
8. Deposit Account Number: 50-0573

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert E. Cannuscio
Name of Person Signing


Signature

July 2, 2008
Date

Total number of pages including cover sheet, attachments and document: 3

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

CH \$240.00 500573 78458542

TRADEMARK

REEL: 003807 FRAME: 0825

NUNC PRO TUNC ASSIGNMENT

WHEREAS, TelAmerica Media Incorporated, a Delaware corporation, hereinafter generally referred to as "TelAmerica Media", was the registered owner of the whole and entire right, title and interest in and to the United States trademark applications, and United States trademark registrations on the attached Schedule A ("Marks") and the United States copyright registrations on the attached Schedule B ("Copyrights");

WHEREAS, TelAmerica, LLC, a Delaware Corporation having a place of business at 1435 Walnut Street, Philadelphia, PA 19102, hereinafter "TelAmerica LLC", for good and valuable consideration, did acquire all right, title and interest in and to the Marks and Copyrights;

AND WHEREAS, the parties desire to confirm the ownership of the Marks and Copyrights and have the assignment of the Marks and Copyrights made of record in the United States Patent and Trademark Office and the United States Copyright Office.

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged and intending to be legally bound hereby, TelAmerica Media hereby acknowledges that prior to March 1, 2008, TelAmerica Media sold, assigned, transferred and conveyed unto TelAmerica LLC the whole and entire right, title and interest in and to the United States trademark applications and United States trademark registrations listed in Schedule A, and the United States copyright registrations listed in Schedule B, and any registrations and applications for registration related thereto, whether in the United States or foreign countries ("Intellectual Property"), together with the goodwill of the business symbolized by the Marks, and all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement, the Intellectual Property to be held and enjoyed by TelAmerica LLC for its own use and behoof, and for TelAmerica LLC's legal representatives and assigns to the full end of the term for which said applications and registrations as fully and entirely as the same would have been held by TelAmerica Media had this assignment and sale not been made.

TELAMERICA MEDIA INCORPORATED

By 

Printed Name: LANCE T. FUNSTON

Title: CEO

Schedule as of May 13, 2008

SCHEDULE A

Serial No.	Registration No.	Mark
75810315	2518342	REWARDS / K
78458542		MEDIA FUSION
75830074		R2K
75810319		MY R2K
75602882		TELAMERICA MEDIA INCORPORATED
75077531	2107867	ERN
75074755		DIGITAL DIRECT
75074744	2038836	ERN ELECTRONIC RETAIL NETWORK
74580817		TELAMERICA

Schedule B

United States Copyright Registration Number TXu0009000099

Date: 1997-04-26

Title: ERN Version 1.0

Claimant: TelAmerica Media, Inc.