

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
Alloy Media	FORMERLY 360 Youth, LLC	10/01/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Alloy Entertainment
Street Address:	151 West 26th Street
Internal Address:	11th floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	2654775	THE BLACK BOOK
Registration Number:	2536624	17TH STREET PRODUCTIONS
Registration Number:	3192045	ALLOY ENTERTAINMENT
Registration Number:	2046042	BONE CHILLERS
Registration Number:	3253102	CLIQUE
Registration Number:	2725766	GODDESSES
Registration Number:	3043178	GOSSIP GIRL
Registration Number:	3385622	SAMURAI GIRL
Registration Number:	2276631	SPY GIRLS
Registration Number:	2607991	SWEEP
Serial Number:	78439521	A-LIST
Serial Number:	78765611	CLIQUE
Serial Number:	78786660	FRENEMIES

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Serial Number:	78786692	FRENEMIES
Serial Number:	78661454	GODDESSES
Serial Number:	77212564	GOSSIP GIRL
Serial Number:	77123303	GOSSIP GIRL
Serial Number:	78228909	SAMURAI GIRL
Serial Number:	76541438	SISTERHOOD OF THE TRAVELING PANTS
Serial Number:	77228719	TALENT
Serial Number:	77228001	THE AU PAIRS
Serial Number:	77228178	THE AU PAIRS

CORRESPONDENCE DATA

Fax Number: (201)829-4307

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2122444307

Email: mikef@alloy.com

Correspondent Name: Michael Fitzgerald

Address Line 1: 151 West 26th Street

Address Line 2: 11th floor

Address Line 4: New York, NEW YORK 10001

NAME OF SUBMITTER:	Michael Fitzgerald
Signature:	/mf/
Date:	12/31/2008

Total Attachments: 3

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ASSIGNMENT OF TRADEMARKS

This Assignment (the “**Assignment**”) is made effective as of October 1, 2008 by Alloy Media, LLC, a Delaware company having a place of business at 151 W.26th St. 11th Fl., New York, NY 10001 (“**Assignor**”), to Alloy Entertainment, LLC, a Delaware limited liability company having a place of business at 151 W.26th St. 11th Fl., New York, NY 10001 (“**Assignee**”).

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, the Assignor does hereby assign unto Assignee, such Assignor’s entire right, title and interest in and to the trademarks listed in **Exhibit A** attached hereto (the “**Marks**”) in the United States and all foreign countries, including all common law rights, all registrations and applications for registration thereof, and in and to the goodwill symbolized by the Marks, for Assignee’s own use and benefit and for the use and benefit of its successors, assigns and other legal representatives, together with all claims for damages by reasons of past infringement of the Marks, with the right to sue for, and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

ASSIGNOR HEREBY AGREES to take all actions, and to execute and deliver all additional instruments and documents, as Assignee may reasonably request for the purpose of carrying out this Assignment and the transactions contemplated hereby including, but not limited to, all instruments and documents necessary to transfer the Marks in the United States and any foreign countries.

ASSIGNOR HEREBY CONVENANTS that it has full right to convey the entire interest herein assigned by such Assignor, and that it has not executed, any agreements inconsistent herewith.

IN WITNESS WHEREOF, the Assignor has caused this Agreement to be executed this 1st day of October 2008.

Alloy Media, LLC

By: 

Name:  GINA Di Gioia

Title: Secretary

Alloy Entertainment, LLC

By: 

Name:  GINA Di Gioia

Title: Secretary

Exhibit A

TRADEMARK

SERIAL NUMBER

17TH STREET PRODUCTIONS	76289400 (Reg. No. 2536624)
A-LIST	78439521
ALLOY ENTERTAINMENT	78695051 (Reg. No. 3192045)
BONE CHILLERS	75096353 (Reg. No. 2046042)
CLIQUE	78765602 (Reg. No. 3253102)
CLIQUE	78765611
FRENEMIES	78786660
FRENEMIES	78786692
GODDESSES	76975239 (Reg. No. 2725766)
GODDESSES	78661454
GOSSIP GIRL	77212564
GOSSIP GIRL	77123303
GOSSIP GIRL	76480448 (Reg. No. 3043178)
SAMURAI GIRL	78228909
SAMURAI GIRL	78979707 (Reg. No. 3385622)
SISTERHOOD OF THE TRAVELING PANTS	76541438
SPY GIRLS	75396360 (Reg. No. 2276631)
SWEEP	75982219 (Reg. No. 2607991)
TALENT	77228719
THE AU PAIRS	77228001
THE AU PAIRS	77228178
THE BLACK BOOK	75982773 (Reg. No. 2654775)