

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
Lifeskool Company LLC		10/06/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Mag Rack Entertainment Inc.
Street Address:	954 3rd Avenue
Internal Address:	#733
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3292384	AMERICAN CATHOLIC
Serial Number:	76299182	AMERICAN CATHOLIC
Serial Number:	77108158	GAMER DOJO
Registration Number:	3387738	JUMP-START YOUR LIFE
Registration Number:	3335805	LIFESKOOL
Registration Number:	2767597	MOTORCYCLE FREEDOM
Serial Number:	78834527	MY GURU
Registration Number:	3186326	PALOOZAVILLE
Registration Number:	2733047	PHOTOGRAPHY CLOSE UP
Registration Number:	3280003	PLEASURE EMERGENCY
Registration Number:	2780261	THE BIBLE AND YOU
Registration Number:	3394956	TV FOR WHATEVER TURNS YOU ON

OP \$315.00 3292384

CORRESPONDENCE DATA

Fax Number: (212)994-8093
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 646 327-8772
Email: ls@laurencesinger.com
Correspondent Name: Laurence Singer
Address Line 1: 46-60 156th Street
Address Line 4: Flushing, NEW YORK 11355

NAME OF SUBMITTER:	Laurence Singer
Signature:	/Laurence Singer/
Date:	01/01/2009

Total Attachments: 12
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TRADEMARK ASSIGNMENT

This Trademark Assignment dated as of October 6, 2008 (this "Assignment"), is made by Lifeskool Company LLC, a Delaware limited liability company ("Assignor"), in favor of MR Acquisition Corp., a Delaware corporation ("Assignee"). Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Purchase Agreement (as defined below).

WHEREAS, Assignee and Assignor have entered into that certain Asset Purchase Agreement (the "Purchase Agreement"), dated as of the date hereof, pursuant to which Assignor has agreed to sell, transfer and assign to Assignee all of its right, title and interest in and to the Intellectual Property Assets, including (without limitation) the trademarks and service marks set forth on Schedule A hereto (the "Assigned Marks"), in accordance with the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and agrees as follows:

1. Assignor does hereby irrevocably sell and transfer to Assignee, its successors, assigns and other legal representatives, all of its right, title and interest throughout the world in and to: (a) each of the Assigned Marks and all applications and registrations relating thereto; (b) the goodwill of the business symbolized by and associated with the Assigned Marks, including, without limitation, the exclusive rights to (x) apply for and maintain all registrations, renewals and/or extensions thereof, (y) bring actions and recover damages for infringement hereafter arising, and (z) grant licenses or other interests therein; (c) all income, royalties, damages, claims and payments due or payable with respect to any of the foregoing to the extent relating to any period from and after the consummation of the Closing; and (d) all causes of action, either in law or in equity, for infringement of any of the foregoing to the extent relating to any period from and after the consummation of the Closing, in each case, in accordance with the Purchase Agreement.

2. Each party agrees to execute any and all instruments, agreements and documents, and to take any and all actions (at the other party's cost and expense), as the other party may reasonably request, as may be required to give effect to this Assignment, it being agreed that such other party shall bear the costs and expenses incurred by the non-requesting party in connection with the preparation, execution and delivery of such instruments, agreements and documents.

3. The provisions of Article VII of the Purchase Agreement shall apply to this Assignment mutatis mutandis.

4. This Assignment is subject in all respects to the terms and conditions of the Purchase Agreement. Nothing contained in this Assignment shall be deemed to supersede any of the representations, warranties, covenants or other agreements contained in the Purchase Agreement. To the extent any provision of this Assignment is

inconsistent with the Purchase Agreement, the provisions of the Purchase Agreement shall control.

[The next page is the signature page]

SCHEDULE A

Marks

LIFESKOOL COMPANY LLC (name change as of 3/12/07)

f/k/a MAG RACK ENTERTAINMENT LLC
(name change as of 1/23/03)

Change of name filed/ Assignment recorded 3/20/07


Mark	Serial Number	Registration No.	App/Reg. Date	Status
AMERICAN CATHOLIC (words only) Cl. 38,41	76113503	3292384	09/11/07	REGISTERED
AMERICAN CATHOLIC Cl. 38, 41 (words & design)	762991 82		08/10/01	PENDING
GAMER DOJO	77108158		02/15/07	PENDING
JUMP START YOUR LIFE	77080123	3387738	02/26/08	REGISTERED
LIFESKOOL	77045725	3335805	11/13/07	REGISTERED
MOTORCYCLE FREEDOM Cl. 41	76301016	2767597	09/23/03	REGISTERED
MY GURU	78834527		03/10/06	PENDING
PALOOZAVILLE	78741146	3186326	12/19/06	REGISTERED
PHOTOGRAPHY CLOSE UP (words only) Cl. 41	76301013	2733047	07/01/03	REGISTERED
PLEASURE EMERGENCY	78973094	3280003	08/14/07	REGISTERED
PWNY EXPRESS	44095417		01/31/07	PENDING
THE BIBLE AND YOU	76325681	2780261	11/04/03	REGISTERED
TV FOR WHATEVER TURNS YOU ON	78891254	3394956	03/11/08	REGISTERED

CANADA

Mark	Serial Number	Registration No.	Reg. Date	Description of services	Status
LIFESKOOL	1326318		11/30/06	Television program services	PENDING

Filed in the name of: Sterling Digital: Change of Name Filed

Mark	Serial Number	Registration No.	App/Reg. Date	Status
BIRDSIGHT (words & design)	76299181	2845496	05/25/04	REGISTERED

Mark	Serial Number	Registration No.	App/Reg. Date	Status
				
MAG RACK	76301017	2743871	07/29/03	REGISTERED
MAXIMUM SCIENCE	76224444	2782456	11/11/03	REGISTERED

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MR ACQUISITION CORP.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2008, AT 12:17 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4602815 8100

080973144

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6865411

DATE: 09-22-08

TRADEMARK
REEL: 003912 FRAME: 0325

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:26 PM 09/22/2008
FILED 12:17 PM 09/22/2008
SRV 080973144 - 4602815 FILE

**CERTIFICATE OF INCORPORATION
OF
MR ACQUISITION CORP.**

THE UNDERSIGNED INCORPORATOR, for the purpose of incorporating or organizing a corporation under the General Corporation Law of the State of Delaware, certifies:

ARTICLE I

The name of this corporation is MR Acquisition Corp. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, New Castle County. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

The number of shares of stock which the Corporation shall have authority to issue is 1,000,000 shares of common stock having a par value of \$0.0001 per share.

ARTICLE V

The Board of Directors is expressly authorized to make, alter or repeal Bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a

director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision."

* * *

IN WITNESS WHEREOF, the Incorporator has caused this Certificate of Incorporation to be signed by this 22nd day of September, 2008.

/s/ Jonathan P. Freedman
Jonathan P. Freedman, Incorporator

Name and Address of Incorporator

Jonathan P. Freedman
Freedman Legal Group LLC
42 West 39th Street, 9th Floor
New York, New York 10018

Delaware

PAGE 1

The First State

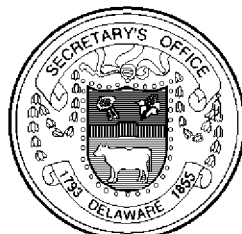
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MR ACQUISITION CORP.", CHANGING ITS NAME FROM "MR ACQUISITION CORP." TO "MAG RACK ENTERTAINMENT, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF OCTOBER, A.D. 2008, AT 8:44 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4602815 8100

081016886

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6897058

DATE: 10-07-08

TRADEMARK
REEL: 003912 FRAME: 0329

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MR ACQUISITION CORP.

MR Acquisition Corp. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of the Corporation has adopted a resolution proposing and declaring advisable an Amendment to the Certificate of Incorporation of the Corporation changing the name of the Corporation to "Mag Rack Entertainment, Inc." The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article I thereof, so that, as amended, said Article I shall be and read as follows:

The name of the Corporation is "*Mag Rack Entertainment, Inc.*".

SECOND: That in lieu of a meeting and vote of stockholders, the holders of outstanding shares of common stock having not less than the minimum number of votes which would be necessary to authorized to take such action at a meeting at which all shares entitled to vote thereon were present and voted have given their written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 and Section 228 of the General Corporation Law of the State of Delaware

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed this 6th day of October, 2008.

MR ACQUISITION CORP.

By: /s/ Joe Covey
Name: Joe Covey
Title: President