

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Lifeskool Company LLC		10/06/2008	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Mag Rack Entertainment Inc.		
<b>Street Address:</b>	954 3rd Avenue		
<b>Internal Address:</b>	#733		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10022		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2845496	BIRDSIGHT	
Registration Number:	2743871	MAG RACK	
Registration Number:	2782456	MAXIMUM SCIENCE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)994-8093		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	ls@laurencesinger.com		
<b>Correspondent Name:</b>	Laurence Singer		
<b>Address Line 1:</b>	46-60 156th Street		
<b>Address Line 4:</b>	Flushing, NEW YORK 11355		
<b>NAME OF SUBMITTER:</b>	Laurence Singer		
<b>Signature:</b>	/Laurence Singer/		

OP \$90.00 2845496

Date:

01/01/2009

**Total Attachments: 12**

source=Mag.Rack\_trademarks1#page1.tif

source=Mag.Rack\_trademarks1#page2.tif

source=Mag.Rack\_trademarks1#page3.tif

source=Mag.Rack\_trademarks1#page4.tif

source=Mag.Rack\_trademarks1#page5.tif

source=Mag.Rack\_trademarks1#page6.tif

source=MagRack\_Certificate of Incorporation#page1.tif

source=MagRack\_Certificate of Incorporation#page2.tif

source=MagRack\_Certificate of Incorporation#page3.tif

source=MagRack\_Certificate of Incorporation#page4.tif

source=MagRack\_Certificate of Incorporation#page5.tif

source=MagRack\_Certificate of Incorporation#page6.tif

**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]

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly authorized and executed as of the date hereof.

LIFESKOOL COMPANY LLC

By: [Signature]  
Name: Josh Sapan  
Title: Chief Executive Officer

STATE OF New York )  
  ) :SS.:  
COUNTY OF New York )

On this 4<sup>th</sup> day of October, 2008 before me personally came Josh Sapan, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is a representative of Lifeskool Company LLC; he signed the instrument in the name of Lifeskool Company LLC; and he had the authority to sign the instrument on behalf of Lifeskool Company LLC

[Signature: Katherine A. Rusnak]  
Notary Public

KATHERINE A. RUSNAK  
Notary Public, State of New York  
No. 01RU8708535  
Qualified in Suffolk County  
Cert. Filed in New York  
Commission Expires Nov 30, 2010

Trademark Assignment



## 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	<b>REGISTERED</b>
AMERICAN CATHOLIC Cl. 38, 41 (words & design)	762991 82		08/10/01	<b>PENDING</b>
GAMER DOJO	77108158		02/15/07	<b>PENDING</b>
JUMP START YOUR LIFE	77080123	3387738	02/26/08	<b>REGISTERED</b>
LIFESKOOL	77045725	3335805	11/13/07	<b>REGISTERED</b>
MOTORCYCLE FREEDOM Cl. 41	76301016	2767597	09/23/03	<b>REGISTERED</b>
MY GURU	78834527		03/10/06	<b>PENDING</b>
PALOOZAVILLE	78741146	3186326	12/19/06	<b>REGISTERED</b>
PHOTOGRAPHY CLOSE UP (words only) Cl. 41	76301013	2733047	07/01/03	<b>REGISTERED</b>
PLEASURE EMERGENCY	78973094	3280003	08/14/07	<b>REGISTERED</b>
PWNY EXPRESS	44095417		01/31/07	<b>PENDING</b>
THE BIBLE AND YOU	76325681	2780261	11/04/03	<b>REGISTERED</b>
TV FOR WHATEVER TURNS YOU ON	78891254	3394956	03/11/08	<b>REGISTERED</b>

### CANADA

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

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	<b>REGISTERED</b>

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

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 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](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6865411

DATE: 09-22-08

TRADEMARK  
REEL: 003912 FRAME: 0339

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 22<sup>nd</sup> 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 39<sup>th</sup> Street, 9<sup>th</sup> 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](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6897058

DATE: 10-07-08

TRADEMARK  
REEL: 003912 FRAME: 0343

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 6<sup>th</sup> day of October, 2008.

**MR ACQUISITION CORP.**

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