

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Correction of a typographical error in a Cover Sheet previously recorded at reel/frame 003939/0663 whereby Serial Number 77106706 was incorrectly listed as 77103706

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Reel FX, Inc.		01/23/2009	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Exclaim Entertainment, LLC
Street Address:	5859 Frankford Rd.
City:	Dallas
State/Country:	TEXAS
Postal Code:	75252
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	77106706	EXCLAIM

CORRESPONDENCE DATA

Fax Number: (760)294-5161
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 760.294.5160
 Email: diane@mmip.com
 Correspondent Name: Mastermind IP Law P.C.
 Address Line 1: 421 Santa Marina Court
 Address Line 2: 0061-T021001
 Address Line 4: Escondido, CALIFORNIA 92029

ATTORNEY DOCKET NUMBER:	0061-T021001
NAME OF SUBMITTER:	Diane L. Gardner
Signature:	/Diane L. Gardner/

OP \$40.00 77106706

Date:

02/23/2009

Total Attachments: 10

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TO: MASTERMIND IP LAW P.C. COMPANY: 421 SANTA MARINA COURT

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.102/20/2009
900127598

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Reel FX, Inc.		01/23/2009	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Exclaim Entertainment, LLC		
Street Address:	5859 Frankford Road		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75252		
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS		
PROPERTY NUMBERS Total: 18			
Property Type	Number	Word Mark	
Serial Number:	77106714	EXCLAIM	
Serial Number:	78612373	BOZ	
Serial Number:	78612375	BOZ	
Serial Number:	77106571	EXCLAIM	
Serial Number:	77106599	EXCLAIM	
Serial Number:	77106613	EXCLAIM	
Serial Number:	77106622	EXCLAIM	
Serial Number:	77106627	EXCLAIM	
Serial Number:	77106634	EXCLAIM	
Serial Number:	77106660	EXCLAIM	
Serial Number:	77106672	EXCLAIM	
Serial Number:	77106684	EXCLAIM	
Serial Number:	77106695	EXCLAIM	
Serial Number:	77106532	EXCLAIM	

OP \$465.00 77106714

TO:MASTERMIND IP LAW P.C. COMPANY:421 SANTA MARINA COURT

Serial Number:	77103706	GREENLITE
Serial Number:	77106554	EXCLAIM
Serial Number:	78612345	WOWIEBOZOWEE
Serial Number:	78812372	WOWIEBOZOWEE

CORRESPONDENCE DATA

Fax Number: (760)294-5161
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 760.294.5160
Email: diane@mmip.com
Correspondent Name: Mastermind IP Law P.C.
Address Line 1: 421 Santa Marina Court
Address Line 2: 0061-L001001
Address Line 4: Escondido, CALIFORNIA 92029

ATTORNEY DOCKET NUMBER:	0061-L001001
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NAME OF SUBMITTER:	Diane L. Gardner
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Signature:	/Diane L. Gardner/
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Date:	02/20/2009
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Total Attachments: 4 source=2009022001#page2.tif source=2009022001#page3.tif source=2009022001#page4.tif source=2009022001#page5.tif
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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Assignment"), effective as of January 23, 2009, by and between Reel FX, Inc., a Texas corporation having an address at 301 N. Crowds St., (referred to as "Assignor") and Exclaim Entertainment, LLC, a Texas limited liability corporation, having an address at 5859 Frankford Road, Suite 109, Dallas, Texas 75252 (hereinafter referred to as "Assignee");

WHEREAS, Assignor owns the entire right, title and interest in the trademarks and trademark registrations for the trademarks so indicated in Exhibit A as well as in any other registered and unregistered trademarks in the BOZ THE BEAR project and the NASCAR JUNIOR project (collectively hereinafter referred to as the "Assigned Marks"); and

WHEREAS, Assignor has intended to use and/or has used the Assigned Marks in intrastate and/or interstate commerce and has filed trademark applications for one or more of the Assigned Marks with the United States Patent and Trademark Office on the dates so indicated in Exhibit A, based upon Assignor's *bona fide* intent to use such trademarks in commerce, and of which the applications have been given the Serial Nos. designated herein as Exhibit A, but have not yet had Allegations of Use of the marks filed under Section 1(c) or 1(d) of the Trademark Act; and

WHEREAS, Assignee is desirous of acquiring the entire right, title and interest in and to the Assigned marks; and

WHEREAS, Assignee is acquiring the entire business or portion thereof to which said trademarks and trademark registrations so indicated in Exhibit A that pertain as required by 15 U.S.C.A. §1060;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee, its successor and assigns, its entire right, title and interest in and to the Assigned Marks together with any goodwill symbolized by the Assigned Marks and the right to recover for past infringement as fully and entirely as the same would have been held by Assignor if this assignment and sale had not been made and as part of the entire business or portion thereof to which the mark pertains as required by 15 U.S.C.A. §1060.

REEL FX, INC.
a Texas corporation

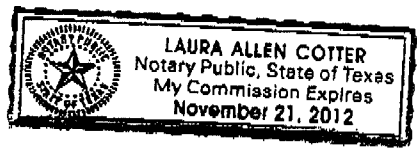
By: [Signature]

Name: David Ross

Title: President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This 23rd day of January, 2009 before me personally appeared the above named DAVID ROSS, to me personally known as the individual who executed the foregoing instrument, who acknowledged to me that he executed the same of his own free will for the purpose therein set forth.



[Signature]
Notary Public

LAURA COTTER
Printed Name

My Commission Expires: 11/21/12

(Seal)

EXCLAIM ENTERTAINMENT, LLC
a Texas limited liability corporation

By: [Signature]
Name: Jon Green
Title: Member

STATE OF TEXAS
COUNTY OF PALLAS

This 23rd day of January, 2009 before me personally appeared the above named JON GREEN, to me personally known as the individual who executed the foregoing instrument, who acknowledged to me that he executed the same of his own free will for the purpose therein set forth.



[Signature]
Notary Public
LAURA COTTER
Printed Name
My Commission Expires: 11/21/12

(Seal)

EXHIBIT A
U.S. Trademarks

MARK	MM REF. NO.	FILED	APPN. NO.	STATUS
BOZ (CL. 3, 10, 14, 18, 20, 21, 24, 25, 28, 29, 30)	0039-T003001	04/19/2005	78/612,373	ALLOWED
BOZ (CL. 9, 16, 41)	0039-T004001	04/19/2005	78/612,375	PENDING
EXCLA!M and Design (CL. 10)	0039-T011001	02/13/2007	77/106,571	ALLOWED
EXCLA!M and Design (CL. 14)	0039-T012001	02/13/2007	77/106,599	ALLOWED
EXCLA!M and Design (CL. 16)	0039-T013001	02/13/2007	77/106,613	PENDING
EXCLA!M and Design (CL. 18)	0039-T014001	02/13/2007	77/106,622	ALLOWED
EXCLA!M and Design (CL. 20)	0039-T015001	02/13/2007	77/106,627	PENDING
EXCLA!M and Design (CL. 21)	0039-T016001	02/13/2007	77/106,634	PENDING
EXCLA!M and Design (CL. 24)	0039-T017001	02/13/2007	77/106,660	ALLOWED
EXCLA!M and Design (CL. 25)	0039-T018001	02/13/2007	77/106,672	ALLOWED
EXCLA!M and Design (CL. 28)	0039-T019001	02/13/2007	77/106,684	PENDING
EXCLA!M and Design (CL. 29)	0039-T020001	02/13/2007	77/106,695	PENDING
EXCLA!M and Design (CL. 3)	0039-T009001	02/13/2007	77/106,532	PENDING
EXCLA!M and Design (CL. 30)	0039-T021001	02/13/2007	77/106,706	ALLOWED
EXCLA!M and Design (CL. 41)	0039-T022001	02/13/2007	77/106,714	PENDING
EXCLA!M and Design (CL. 9)	0039-T010001	02/13/2007	77/106,554	PENDING
WOWIEBOZOWIE (CL. 3, 14, 18, 20, 21, 24, 25, 28, 29, 30)	0039-T001001	04/19/2005	78/612,345	ABANDONED
WOWIEBOZOWIE (CL. 9, 16, 41)	0039-T002001	04/19/2005	78/612,372	ABANDONED