

**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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Gemstar Development Corporation		02/28/2009	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	TV Guide Entertainment Group, Inc.
<b>Street Address:</b>	1800 North Highland Avenue
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90028
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 35**

Property Type	Number	Word Mark
Registration Number:	1137497	TV GUIDE
Registration Number:	2142554	TV GUIDE
Registration Number:	1767448	TV GUIDE
Registration Number:	3006957	TV GUIDE
Registration Number:	2554596	TV GUIDE
Registration Number:	2144499	TV GUIDE
Registration Number:	3192529	TV GUIDE
Serial Number:	77294945	CLOSE UP
Registration Number:	3593335	FASHION TEAM
Registration Number:	3430961	INFANITY
Registration Number:	3386148	MAKING NEWS
Registration Number:	3593334	REALITY CHAT
Registration Number:	3430960	SEEING STARS
Registration Number:	3353362	TV FOR TV FANS

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Registration Number:	3537958	TV GUIDE NETWORK
Registration Number:	3537957	TV GUIDE NETWORK
Registration Number:	2616209	TV GUIDE CHANNEL
Registration Number:	2551543	TV GUIDE CHANNEL
Registration Number:	3194043	TV GUIDE CHANNEL
Registration Number:	3330931	TV GUIDE SPOT
Registration Number:	2144495	TV GUIDE ENTERTAINMENT NETWORK
Registration Number:	2593410	TV GUIDE ONLINE
Registration Number:	0909839	CABLE-TV GUIDE
Registration Number:	0650942	TV GUIDE
Registration Number:	2679876	TV GUIDE AWARDS
Registration Number:	2614635	TV GUIDE AWARDS
Registration Number:	3193034	TV GUIDE MOBILE
Registration Number:	2037478	TV GUIDE ON SCREEN
Registration Number:	3007648	TV GUIDE ON SCREEN
Registration Number:	2956609	TV GUIDE PRIME
Registration Number:	2833591	TV GUIDE ULTIMATE SATELLITE
Registration Number:	2620551	TV GUIDE WEB GUIDE
Registration Number:	3511098	TV WATERCOOLER
Registration Number:	3111664	THE WATERCOOLER
Registration Number:	3166711	WATERCOOLER

**CORRESPONDENCE DATA**

Fax Number: (646)728-2614  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-596-9000  
Email: tmfilings@fishneave.com  
Correspondent Name: Ryan Colgan, Ropes & Gray LLP  
Address Line 1: 1211 Avenue of the Americas  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	107417-001 GEMS 2 TVGEG
NAME OF SUBMITTER:	Ryan T. Colgan
Signature:	/Ryan T. Colgan/
Date:	05/07/2009

Total Attachments: 9

**TRADEMARK**  
**REEL: 003983 FRAME: 0548**

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## ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement (the "Agreement") is made and entered into as of February 28, 2009 (the "Agreement Date") by and between Gemstar Development Corporation, a California corporation ("Assignor") and TV Guide Entertainment Group, Inc., a Delaware corporation ("Assignee").

WHEREAS, Gemstar-TV Guide International, Inc. and certain of its affiliates have entered into an Equity Purchase Agreement dated as of January 5, 2009 (the "Purchase Agreement");

WHEREAS, Assignor owns (a) the trademark license agreement attached hereto as Attachment 1 and incorporated herein by reference (the "Magazine Trademark License"), as well as the trademarks listed on Exhibit A to the Magazine Trademark License and (b) the trademarks listed on Attachment 2 hereto and incorporated herein by reference, (collectively, the "Trademarks"); and

WHEREAS, Assignor wishes to assign, transfer, and convey to Assignee, and Assignee wishes to assume and accept from Assignor all of Assignor's right, title, interest, and obligations in and to the Trademarks and all goodwill associated therewith;

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. Assignment. Assignor is the record owner of the Trademarks. Assignor hereby assigns, transfers, and conveys to the Assignee, and Assignee does hereby accept from Assignor, the Magazine Trademark License and all of Assignor's right, title and interest in and to the Trademarks and all goodwill associated therewith, and any and all causes of action which Assignor now has or hereafter may have for any past, present or future infringement or interference with any of the Trademarks.
2. Assumption. As of the Agreement Date, Assignee hereby undertakes, assumes, and agrees to perform or discharge to the extent not heretofore performed and not heretofore required to be performed or discharged the contractual obligations of Assignor under the Magazine Trademark License with respect to the Trademarks. Nothing contained herein shall be construed to impose upon Assignee any liability for any default by Assignor or any breach of representation or warranty, or any act or omission (or alleged breach, act or omission) of Assignor with respect to the Trademarks prior to the Agreement Date, including without limitation under the Magazine Trademark License.
3. Further Assurances. Upon request by Assignee and at Assignee's sole expense, Assignor agrees to provide Assignee with such further reasonable assistance as may be necessary to more effectively convey to and confirm Assignee's title in the Trademarks, including but not limited to executing, delivering, and recording other instruments of transfer, conveyance, and assignment.
4. Governing Law. This Agreement will be governed by and construed in accordance with the law of State of California without regard to the choice of law principles thereof.

5. Amendment. This Agreement may be amended only by an instrument in writing signed by both parties hereto.

6. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all such counterparts when taken together shall constitute one and the same instrument.

7. Entire Agreement. This Agreement constitutes the entire agreement between the parties hereto pertaining to the subject matter hereof and supersedes all prior agreements and understandings of such parties in connection therewith.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective the date first above written.

ASSIGNOR:

GEMSTAR DEVELOPMENT CORPORATION

By: Stephen J

Name: Stephen J

Title: Secretary

IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective the date first above written.

**ASSIGNEE:**

TV GUIDE ENTERTAINMENT GROUP, INC.

By: Stephen Yu

Name: Stephen Yu

Title: Secretary

ATTACHMENT I  
MAGAZINE TRADEMARK LICENSE AGREEMENT

[OMITTED]



**ATTACHMENT 2**

MARK	COUNTRY	FILED	SERIAL #	REG. DATE	REG. #	CLASS	STATUS
TV GUIDE	Venezuela	3/30/1999	5376-99	7/7/2000	5013283	38	Registered
TV GUIDE	Venezuela	3/30/1999	5377-99	7/7/2000	5013284	41	Registered
TV GUIDE	Venezuela	3/30/1999	1999005378	7/7/2000	5013285	35	Registered
TV GUIDE	Peru	1/8/1999	77082	4/29/1999	17698	41	Registered
TV GUIDE	Peru	1/8/1999	77079	5/31/1999	17920	38	Registered
TV GUIDE	Peru	1/8/1999	77080	5/31/1999	17921	38	Registered
TV GUIDE	Mexico	2/7/2006	764474			41	Closed
TV GUIDE	Mexico	3/22/1999	368417	8/27/1999	619906	35	Registered
TV GUIDE	Mexico	3/22/1999	368418	8/27/1999	619907	41	Registered
TV GUIDE	Mexico	3/22/1999	368422	8/27/1999	619908	38	Registered
TV GUIDE	Mexico	2/7/2006	764479	2/27/2006	922434	9	Registered
TV GUIDE	Indonesia	11/9/2006	2006036307-			38	Filed
TV GUIDE	Indonesia	11/9/2006	2006036305-			41	Filed
TV GUIDE	Honduras	4/20/1999	5153/99	12/20/1999	5.674	35	Registered
TV GUIDE	Honduras	4/20/1999	5154/99	12/20/1999	5.675	38	Registered
TV GUIDE	Honduras	4/20/1999	5155/99	12/20/1999	5.676	41	Registered
TV GUIDE	Dominican R	2/16/1999	N/A	5/30/1999	104562	35 38 41	Registered
TV GUIDE	Colombia	3/29/1999	99018913	2/14/2000	254938	41	Registered
TV GUIDE	Colombia	3/29/1999	99018915	3/30/2000	260283	35	Registered
TV GUIDE	Colombia	3/29/1999	99018908	8/17/2000	250217	38	Registered
TV GUIDE	Brazil	4/9/1999	821544497			35 38 41	Closed
TV GUIDE	*United States	10/2/1978	73/187740	7/1/1980	1137497	35	Registered
TV GUIDE	*United States	3/3/1997	75/260200	3/10/1998	2142554	38	Registered
TV GUIDE	*United States	5/29/1992	74280699	4/27/1993	1767448	38	Registered
TV GUIDE	*United States	3/3/1997	75250200	3/10/1998	2142554	38	Registered
TV GUIDE	*United States	10/22/2003	76553315	10/18/2005	3008957	35 38 41	Registered
TV GUIDE & Design	Venezuela	3/30/1999	1999005391	9/28/2000	5014040	38	Registered
TV GUIDE & Design	Venezuela	3/30/1999	1999005392	9/28/2000	5014041	35	Registered
TV GUIDE & Design	Venezuela	3/30/1999	1999005393	9/28/2000	5014042	41	Registered
TV GUIDE & Design	Panama	3/24/1999	99640	3/24/1999	99640	38	Registered
TV GUIDE & Design	Panama	3/24/1999	99641	3/24/1999	99641	41	Registered
TV GUIDE & Design	Panama	3/24/1999	99642	3/24/1999	99642	35	Registered
TV GUIDE & Design	Nicaragua	3/23/1999	9900875	12/11/2000	45814	35	Registered
TV GUIDE & Design	Nicaragua	3/23/1999	9900876	12/11/2000	45815	38	Registered

TV GUIDE & Design	Nicaragua	3/23/1999	9900877	12/11/2000	46616	41	Registered
TV GUIDE & Design	Mexico	3/22/1999	368423	5/27/1999	811279	38	Registered
TV GUIDE & Design	Mexico	3/22/1999	368425	5/27/1999	811280	41	Registered
TV GUIDE & Design	Mexico	3/22/1999	368424	1/31/2003	775426	35	Registered
TV GUIDE & Design	Honduras	4/13/1999	4867-99	12/27/2000	7.313	41	Registered
TV GUIDE & Design	Honduras	4/13/1999	4868-99	1/17/2001	7.389	35	Registered
TV GUIDE & Design	El Salvador	3/12/1999	1583/99	8/14/2001	180/136	41	Registered
TV GUIDE & Design	El Salvador	3/12/1999	1681/99	8/14/2001	228/136	38	Registered
TV GUIDE & Design	El Salvador	3/12/1999	167999	1/15/2004	175/181	35	Registered
TV GUIDE & Design	Costa Rica	3/25/1999	2281-99	11/8/1999	117003	38	Registered
TV GUIDE & Design	Costa Rica	3/25/1999	2282-99	11/8/1999	117004	41	Registered
TV GUIDE & Design	Costa Rica	3/25/1999	2280-99	11/8/1999	117005	35	Registered
TV GUIDE & Design	Colombia	3/29/1999	99018910	2/4/2000	223737	35	Registered
TV GUIDE & Design	Colombia	3/29/1999	99018909	2/4/2000	223738	41	Registered
TV GUIDE & Design	Colombia	3/29/1999	99018911	4/27/2001	235380	35	Registered
TV GUIDE & Design	Bolivia	3/26/1999	3454	8/31/2000	81382	35	Registered
TV GUIDE & Design	Bolivia	3/26/1999	3453	8/31/2000	81383	38	Registered
TV GUIDE & Design	Bolivia	3/26/1999	3452	8/31/2000	81384	41	Registered
TV GUIDE & Design	Argentina	3/10/1999	2207068	4/7/2004	1977330	35	Registered
TV GUIDE & Design	Argentina	3/10/1999	2207069	4/7/2004	1977331	38	Registered
TV GUIDE & Design	Argentina	3/10/1999	2207070	7/19/2004	1985496	41	Registered
TV GUIDE & Design	United States	8/18/1999	75/732424	4/2/2002	2584506	35 38 41	Closed
TV GUIDE & Design	Honduras	4/13/1999	4869-99	8/22/2000	6.085	38	Registered
TV GUIDE & Design	Dominican R.	2/16/1999	N/A	5/30/1999	104961	35 38 41	Registered
TV GUIDE & Design	United States	3/31/1997	75/250201	3/17/1998	2144498	38	Registered
TV GUIDE & Design (3-D)	Mexico	2/7/2006	754475	8/19/2007	1002864	41	Registered
TV GUIDE & Design (3-D)	Mexico	2/7/2006	754478	4/21/2006	929894	9	Registered
TV GUIDE & Design (3-D)	Mexico	2/7/2006	754476	8/28/2006	949080	38	Registered
TV GUIDE & Design (3-D)	United States	11/30/2005	78/753726	1/2/2007	3192529	9	Registered
TV GUIDE & Design (in red)	Japan	4/17/1997	107791/97	4/21/2000	4377266	9 38	Registered
TV GUIDE & Design (in red)	Japan	5/21/1999	11-055081	9/19/2003	4710462	41	Registered
TV GUIDE (Stylized)	Benelux	3/1/1991	760464	3/1/2001	486139	16	Registered
AMERICA'S NEXT PRODUCER	USA	4/27/2007	77/187932			41	Closed
CLOSE UP	USA	10/3/2007	77/294945			41	Filed
FASHION TEAM	USA	10/3/2007	77/294960			41	Filed
INFANITY	USA	10/3/2007	77/294953	5/20/2008	3430961	41	Registered
MAKING NEWS	USA	4/27/2007	77/167856	2/19/2008	3586148	41	Registered
REALITY CHAT	USA	10/3/2007	77/294955			41	Filed
SEEING STARS	USA	10/3/2007	77/294936	5/20/2008	3430960	41	Registered
TV FOR TV FANS	USA	2/17/2006	78/586648	12/11/2007	3353362	38 41	Registered

TV GUIDE NETWORK	USA	8/1/2007	77/195099	11/25/2008	3537956	38, 41	Registered
TV GUIDE NETWORK and Design	USA	8/1/2007	77/195092	11/25/2008	3577697	38, 41	Registered
TV GUIDE NETWORK ONDEMAND	USA	5/24/2004	76/594129			35 38 41	Closed
TV GUIDE CHANNEL	USA	6/18/1999	75/732435	9/10/2002	2616209	35 38 41	Registered
TV GUIDE CHANNEL & Design	USA	6/18/1999	75/732195	3/25/2002	2551543	35 38 41	Closed
TV GUIDE CHANNEL & New Design	USA	3/16/2006	76/838395	1/2/2007	3194043	38 41	Registered
TV GUIDE SPOT	USA	3/28/2006	76/598360	11/6/2007	3330931	38 41	Registered
TV GUIDE ENTERTAINMENT NETWORK & Design	USA	2/27/1997		3/17/1998	2144495	42	Closed
TV GUIDE ENTERTAINMENT NETWORK & Design	Community Trademark	2/13/1997	467464	5/16/2000	467464	16 38 41 42	Registered
TV GUIDE ENTERTAINMENT NETWORK	Japan	4/17/1997	10779297	6/11/1999	4281773	42	Registered
TV GUIDE ENTERTAINMENT NETWORK	United Kingdom	1/29/1997	2122244	1/29/1997	2122244	41	Registered
TV GUIDE ONLINE & Design	USA	6/21/1999	76/733528	7/19/2002	2593410	35 36 41	Closed
MY TV GUIDE	USA	8/15/2006	76/652538			38 41	Filed
CABLE TV GUIDE	USA	10/17/1969	72/341070	3/9/1971	0908839	16	Registered
TV GUIDE & Design	USA	1/23/1957	72/323,107	8/27/1957	0650942	16	Registered
TV GUIDE AWARDS	USA	3/23/2001	76/230091	1/28/2003	2679876	41	Registered
TV GUIDE AWARDS & Design (in color)	USA	3/23/2001	76/230092	9/9/2002	2614635	41	Registered
TV GUIDE MOBILE	USA	2/9/2006	76/810689	1/2/2007	3193034	39 41	Registered
TV GUIDE NETWORK ON DEMAND	USA	3/7/2008	77/416204			39 41	Filed
TV GUIDE ON SCREEN	USA	7/19/1984	74/551235	2/11/1997	2037478	41	Registered
TV GUIDE ON SCREEN	USA	4/21/2003	76/507930	10/18/2005	3007948	9 35 39 41	Registered
TV GUIDE PRIME	USA	10/22/2003	76/553317	5/31/2005	2959609	35	Registered
TV GUIDE ULTIMATE SATELLITE & Design	USA	4/17/2001	76/243297	4/20/2004	2633561	16	Registered
TV GUIDE WEB GUIDE & Design	USA	5/4/2001	76/251739	9/17/2002	2620551	35 42	Registered
TV WATERCOOLER	USA	10/3/07	77264968	10/7/08	3511093	41	Registered
THE WATERCOOLER	USA	5/30/05	76533997	7/4/06	3111664	41	Registered
WATERCOOLERS	USA	7/6/05	76664418	10/31/06	3166711	38	Registered