

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Buzznet, Inc.		02/26/2009	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Buzz Media
Street Address:	6464 West Sunset Blvd., Suite 650
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90028
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	77691465	CELEBUZZ
Serial Number:	77691467	CELEBUZZ
Serial Number:	77593623	BUZZMEDIA
Registration Number:	3388375	BUZZNET
Registration Number:	3388374	BUZZNET
Registration Number:	3376848	STEREOGUM
Registration Number:	3376847	STEREOGUM.COM
Registration Number:	3376846	STEREOGUM.COM

CORRESPONDENCE DATA

Fax Number: (650)938-5200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (650) 988-8500
 Email: trademarks@fenwick.com
 Correspondent Name: Hoang-chi Truong
 Address Line 1: 801 California Street

CH \$215.00 77691465

Address Line 2: Silicon Valley Center
Address Line 4: Mountain View, CALIFORNIA 94041

ATTORNEY DOCKET NUMBER: 24630-00070-1991 BUZZ MED

NAME OF SUBMITTER: Hoang-chi Truong

Signature: /hoangchitruong/

Date: 06/23/2009

Total Attachments: 10

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ACTION BY UNANIMOUS WRITTEN CONSENT

OF THE

BOARD OF DIRECTORS OF

**BUZZNET, INC.
(a California corporation)**

February 26, 2009

Pursuant to Section 307(b) of the California Corporations Code, the undersigned, being all of the members of the Board of Directors of Buzznet, Inc., a California corporation (the "*Corporation*"), hereby adopt and approve the following resolutions by unanimous written consent without a meeting effective as of the date first written above (unless otherwise noted in the resolutions):

Preferred Stock Financing; Amendment of Articles of Incorporation; Name Change

WHEREAS, it is in the best interests of the Corporation to raise approximately Twelve Million Five Hundred Thousand Dollars (\$12,500,000) of additional working capital through the sale and issuance of up to forty-four million six hundred thousand (44,600,000) shares of a new Series D Convertible Preferred Stock (the "*Series D Stock*"), at a purchase price of \$0.28071 per share (the "*Purchase Price*") to certain investors (the "*Investors*") (such sale and issuance of Series D Stock being hereinafter referred to as the "*Financing*"); and

WHEREAS, to permit the Corporation to consummate the Financing, to authorize the issuance of Series D Stock and to change the Corporation's name to Buzz Media, it is necessary to amend and restate the Corporation's existing Articles of Incorporation to increase the authorized common stock, increase the authorized preferred stock, authorize the Series D Stock and change the name of the Corporation;

WHEREAS, pursuant to Section 310 of the California General Corporation Law (the "*CGCL*"), no contract or transaction between the Corporation and one or more of its directors or officers or any other corporation, partnership, association or other organization in which one or more of the directors or officers of the Corporation is a director or officer of, or has a financial interest in (any such party is referred to herein individually as an "*Interested Party*," or collectively as the "*Interested Parties*," and any such contract or transaction is referred to herein as an "*Interested Party Transaction*"), shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorized the Interested Party Transaction or solely because the vote of any such director is counted for such purpose, if: (i) the material facts as to the relationship or interest and as to the contract are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum, (ii) the material facts as to the relationship or interest and as to the contract are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders, or (iii) the contract or transaction is

fair as to the Corporation as of the time it is authorized, approved or ratified by the Board or the shareholders;

WHEREAS, it is hereby disclosed or made known to the Board that Anthem Ventures Fund or its affiliates (“*Anthem*”) is participating in the Financing and Bill Woodward is a director of the Corporation and director or officer or partner in, or has a financial interest in, Anthem, such that Mr. Woodward may be considered Interested Party, and the Financing may be an Interested Party Transaction;

WHEREAS, it is hereby disclosed or made known to the Board that Redpoint Ventures or its affiliates (“*Redpoint*”) is participating in the Financing and Allen Beasley is a director of the Corporation and director or officer or partner in, or has a financial interest in, Redpoint, such that Mr. Beasley may be considered an Interested Party, and the Financing may be an Interested Party Transaction;

WHEREAS, it is hereby disclosed or made known to the Board that Sutter Hill Ventures or its affiliates (“*Sutter Hill*”) is participating in the Financing and Andrew Sheehan is a director of the Corporation and director or officer or partner in, or has a financial interest in, Sutter Hill, such that Mr. Sheehan may be considered Interested Party, and the Financing may be an Interested Party Transaction;

WHEREAS, the Board is aware of the material facts related to the Financing, including the fact that the Financing is a down-round and will trigger weighted average anti-dilution protection for the Series C Preferred Stock (including ratchet anti-dilution for certain holders of Series C Preferred Stock) and the fact that the Series D Preferred Stock will be senior, and has had an adequate opportunity to ask questions regarding, and investigate the nature of, the relationships and/or interests of the Interested Parties with and in the Corporation in connection with the Financing; and

WHEREAS, after careful consideration, the Board has determined that the terms and conditions of the proposed Financing are just and equitable and fair as to the Corporation and that it is in the best interests of the Corporation and the shareholders of the Corporation to enter into the Financing subject to the terms agreed upon by the parties;

NOW, THEREFORE, BE IT RESOLVED, that subject to obtaining the required approval of the Corporation’s shareholders, the Corporation’s Articles of Incorporation shall be amended and restated to read in full in substantially the form of the Amended and Restated Articles of Incorporation attached hereto as Exhibit A (the “*Amended and Restated Articles*”);

RESOLVED FURTHER, that the name of the Corporation shall be changed to Buzz Media;

RESOLVED FURTHER, that the officers of the Corporation, each of them with full authority to act without the others, are hereby authorized to solicit the approval and consent of the Corporation’s shareholders to the adoption and approval of the Amended and Restated Articles by written consent; and

RESOLVED FURTHER, that upon obtaining the required consent and approval of the shareholders of the Corporation to the adoption of the Amended and Restated Articles, the appropriate officers of the Corporation are hereby authorized to execute, verify and

file the Amended and Restated Articles with the California Secretary of State, together with any changes therein required by the Secretary of State.

Authorization of Sale of Preferred Stock and Approval of Related Agreements

RESOLVED FURTHER, that the officers of the Corporation, and each of them with full authority to act without the others, are hereby authorized, in the name of and on behalf of the Corporation, to execute and deliver, and to cause the Corporation to enter into, and perform all its obligations under, that certain Series D Preferred Stock Purchase Agreement in substantially the form attached hereto as Exhibit B (the “*Agreement*”), to be entered into by and among the Corporation and the Investors, that certain Amended and Restated Investors’ Rights Agreement, that certain Amended and Restated Voting Agreement, and that certain Amended and Restated Right of First Refusal Agreement and Co-Sale to be entered into by and among the Corporation and the Investors under the terms of the Agreement (the “*Related Agreements*”), together with such changes therein and to the schedules and exhibits thereto as any officer may in his discretion approve (such approval being conclusively evidenced by such officer’s execution thereof); and

RESOLVED FURTHER, that, subject to compliance with applicable securities laws, the Corporation shall offer, sell, and issue up to forty-four million six hundred thousand (44,600,000) shares of Series D Stock to Investors at the Purchase Price, and on the terms and conditions, set forth in the Agreement and the Related Agreements.

Reservation of Shares

RESOLVED FURTHER, that there are and shall from time to time be reserved from the Corporation’s total authorized but unissued shares of preferred stock the full number of shares of Series D Stock issuable by the Corporation under the Agreement, and there are and shall be from time to time reserved from the Corporation’s authorized but unissued shares of common stock the full number of shares of such common stock that are issuable upon the conversion of all shares of the Corporation’s preferred stock that may be issued and outstanding from time to time (and as may be subsequently adjusted pursuant to the terms of the Amended and Restated Articles).

Section 25102(f) Notice; Form D

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized to cause a Notice of Transaction pursuant to California Corporations Code Section 25102(f) and/or if applicable a Form D as specified by Regulation D under the Securities Act of 1933, as amended, covering the shares of Series D Stock to be issued pursuant to the Agreement and all shares of common stock issuable upon conversion of such shares of Series D Stock, to be prepared and executed and filed with the California Commissioner of Corporations, and, in the case of a Form D, with the Securities and Exchange Commission, all within the times prescribed by law.

Blue Sky Filings

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized to execute, verify and file any and all documents necessary to permit the Corporation to lawfully offer, sell and issue shares of Series D Stock (and all common stock issuable upon conversion thereof) pursuant to the Agreement in compliance with the applicable

blue sky laws of any state in which such filing is necessary, including without limitation execution of a Consent to Service of Process or other similar documents.

Opinion and Other Certificates

RESOLVED FURTHER, that the officers of the Corporation, and each of them with full authority to act without the others, are hereby authorized to execute and deliver, on behalf of themselves and/or the Corporation, all certificates called for by the Agreement and a Opinion Certificate in such form as may be required by counsel to the Corporation in order for such counsel to render the opinions of counsel called for by the Agreement.

Approval of Observer Agreement and Management Rights Letter

RESOLVED FURTHER, that the officers of the Corporation, and each of them with full authority to act without the others, are hereby authorized, in the name of and on behalf of the Corporation, to execute and deliver, and to cause the Corporation to enter into, and perform all its obligations under, that certain Observer Agreement in substantially the form attached hereto as Exhibit C; and

RESOLVED FURTHER, that the officers of the Corporation, and each of them with full authority to act without the others, are hereby authorized, in the name of and on behalf of the Corporation, to execute and deliver, and to cause the Corporation to enter into, and perform all its obligations under, that certain Management Rights Letter in substantially the form attached hereto as Exhibit D.

Approval of Termination of Ratchet Side Letters

WHEREAS, it is in the best interests of the Corporation to terminate those certain Ratchet Side Letters entered into by and among the Corporation and certain investors dated as of April 23, 2008, April 25, 2008, May 8, 2008 and May 27, 2008 (the "*Ratchet Side Letters*") in consideration for the issuance of 2.12168 shares of Common Stock for each share of Series C Preferred Stock covered by under the Ratchet Side Letters;

NOW, THEREFORE, BE IT RESOLVED, that the that the officers of the Corporation, and each of them with full authority to act without the others, are hereby authorized, in the name of and on behalf of the Corporation, to execute and deliver, and to cause the Corporation to enter into, and perform all its obligations under, that certain Ratchet Side Letter Termination Agreement in substantially the form attached hereto as Exhibit E; and

RESOLVED FURTHER, that the Corporation may issue up to thirteen million four hundred thousand eighty-two (13,400,082) shares of Common Stock on the terms and conditions, set forth in the Termination Agreement.

Amendment of Equity Incentive Plan - Increase the Number of Shares

WHEREAS, it is in the best interests of the Corporation to increase the number of shares of Common Stock reserved and available for issuance under its 2005 Equity Incentive Plan (the "*Plan*");

NOW, THEREFORE, BE IT RESOLVED, that subject to the approval of the Corporation's shareholders within the next twelve (12) months, the number of shares of

Common Stock available and reserved for issuance under the Plan is hereby increased from 17,848,570 to 27,117,410 shares;

RESOLVED FURTHER, that the officers of the Corporation, and each of them with full authority to act without the other are hereby authorized to submit the above-approved amendment to the Plan to the shareholders of the Corporation for their approval; and

RESOLVED FURTHER, that the officers of the Corporation, and each of them with full authority to act without the others, are hereby authorized to prepare, execute and file a Notice of Issuance of Securities Pursuant to Subdivision (o) of Section 25102 of the California Corporations Code covering the total shares of the Corporation's Common Stock reserved for issuance under the Plan, as amended hereby, with the California Commissioner of Corporations (the "*Filing*"), within the time prescribed by law.

Investment Company Act

WHEREAS, it is recognized that the Corporation, following the Financing, may inadvertently fall within the provisions of the Investment Company Act of 1940, as amended (the "*1940 Act*"), because the estimated net proceeds of the Financing may cause the value of the Corporation's "investment securities" to exceed 40% of the Corporation's total assets (less cash items);

WHEREAS, Rule 3a-2 promulgated by the SEC under the 1940 Act provides that a corporation will not be deemed an investment corporation during a period of one year, provided that the Corporation has a bona fide intent to be engaged primarily, as soon as reasonably possible (and in any event within such one-year period), in a business other than that of investing, owning or trading in securities;

WHEREAS, it is the intention of the Board of Directors that the Corporation shall take all steps and precautions reasonably necessary to avoid being deemed an investment corporation under the 1940 Act; and

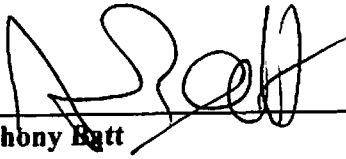
RESOLVED, that it is the intention of the Corporation to be engaged primarily in a business other than that of investing, reinvesting, owning, holding or trading in securities and that the Corporation shall take all steps and precautions reasonably necessary to avoid being deemed an investment corporation under the 1940 Act.

Ratification

RESOLVED FURTHER, that the Board of Directors hereby ratifies, confirms, approves and adopts all actions previously taken by officers or directors of the Corporation that are approved by the foregoing resolutions, including without limitation the negotiation and preparation of the Agreement and the Related Agreements.

[Signature Page Follows]

This consent may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and such counterparts shall together constitute one and the same instrument.



Anthony Batt

Allen Beasley

Tyler Goldman

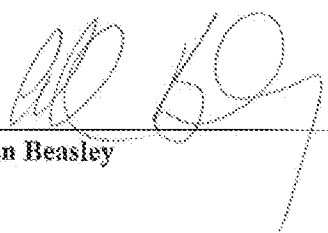
Andrew Sheehan

Bill Woodward

[Series D Financing Board Consent]

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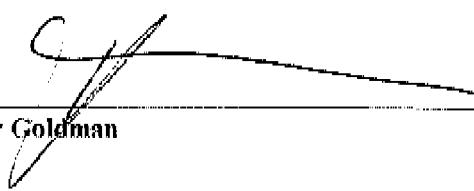
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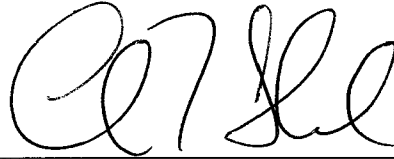
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