

**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>
TotalVid, Inc.		06/30/2010	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	TotalVid.com, LLC		
<b>Also Known As:</b>	AKA BSG Clearing Solutions North America, LLC		
<b>Street Address:</b>	7411 John Smith Drive		
<b>Internal Address:</b>	Suite 1500		
<b>City:</b>	San Antonio		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78229		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2998738	TOTALVID	
<b>Registration Number:</b>	3004812	TOTALVID	
<b>Registration Number:</b>	3002397	DOWNLOAD YOUR WORLD	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(703)738-7164		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	john@adgregate.com		
<b>Correspondent Name:</b>	John Underwood		
<b>Address Line 1:</b>	28 Liberty Ship Way		
<b>Address Line 2:</b>	Suite 2805		
<b>Address Line 4:</b>	Sausalito, CALIFORNIA 94965		
<b>NAME OF SUBMITTER:</b>	John Underwood		
<b>Signature:</b>	/john underwood/		

OP \$90.00 2998738

**TRADEMARK**

**900170636**

**REEL: 004270 FRAME: 0323**

Date:

08/31/2010

**Total Attachments: 3**

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## ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT ("Agreement") is entered into as June 30, 2010, by and between Adgregate Markets, Inc., a Delaware corporation ("Aggregate"), TotalVid, Inc., a Delaware corporation and wholly owned subsidiary of Adgregate ("TotalVid") and together with the Adgregate, the "Selling Parties", and BSG Clearing Solutions North America, LLC., a Delaware limited liability company ("Buyer"). (Aggregate, TotalVid and Buyer are sometimes referred to collectively as the "Parties" and each individually as a "Party.")

### RECITALS:

A. The Selling Parties own and operate an Internet-based business that distributes certain video and audio content for end-user download, viewing and purchase (including via subscription) through the websites www.zipidee.com, www.totalvid.com and www.videowaza.com (the "Business").

B. The Selling Parties now desire to sell to Buyer and Buyer now desires to purchase from the Selling Parties substantially all of the assets that the Selling Parties own and use in the operation of the Business, and in connection therewith Buyer is willing to assume certain liabilities of the Selling Parties relating to the Business, all on the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, agreements, representations and warranties herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

### AGREEMENT

#### ARTICLE 1 DEFINITIONS AND CONSTRUCTION

1.1 Definitions. All terms not defined when used shall have the respective meanings given such terms in Annex I.

1.2 Accounting Terms. All terms of an accounting nature not specifically defined herein shall have the respective meanings given to them under GAAP.

#### ARTICLE 2 PURCHASE AND SALE OF ASSETS

2.1 Assets to be Sold to Buyer. On the terms and subject to the conditions of this Agreement, at Closing the Selling Parties shall sell, assign, transfer, convey and deliver to Buyer, and Buyer shall purchase and acquire from the Selling Parties, good and valid title, free and clear of any Lien, in and to all assets, properties, contract rights or other rights that relate to or are used in the Business (other than Excluded Assets), which assets, properties and rights referred to herein collectively as the "Acquired Assets"; provided, however that the transfer of revenue generated from customers and subscribers of the Business shall be effective at 12:01 a.m. on July 1, 2010. The Acquired Assets include, without limitation, the following (other than Excluded Assets within such categories):

(a) Websites; Intellectual Property. The websites "zipidee.com," "totalvid.com" and "videowaza.com" (collectively, the "Websites"), together with their related Domain Names; and all other Intellectual Property owned and used by the Selling Parties in connection with the Business listed in

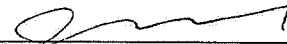
IN WITNESS WHEREOF, the Parties have executed this Agreement as of the day and year first above written.

If to Adgregate:

Adgregate Markets, Inc.  
28 Liberty Ship Way  
Suite 2805  
Sausalito, CA 94965

**ADGREGATE:**

Aggregate Markets, Inc.,

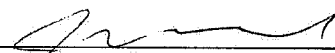
By:   
Name: John Underwood  
Title: COO

If to TotalVid:

Adgregate Markets, Inc.  
28 Liberty Ship Way  
Suite 2805  
Sausalito, CA 94965

**TOTALVID:**

TotalVid, Inc.,

By:   
Name: John Underwood  
Title: COO

If to Buyer:

BSG Clearing Solutions North America, LLC  
7411 John Smith Drive  
Suite 1500  
San Antonio, Texas 78229

**BUYER:**

BSG Clearing Solutions North America, LLC

By:   
Name: Kelli Cubeta  
Title: General Counsel

**SCHEDULE 5.5(a)**

Owned Intellectual Property

**Domain Names      Owner**

totalvid.com	Adgregate Markets, Inc. (f/k/a Zipidee, Inc.)
totalvid.biz	Adgregate Markets, Inc. (f/k/a Zipidee, Inc.)
totalvid.info	Adgregate Markets, Inc. (f/k/a Zipidee, Inc.)
totalvid.name	Adgregate Markets, Inc. (f/k/a Zipidee, Inc.)
totalvid.us	Adgregate Markets, Inc. (f/k/a Zipidee, Inc.)
videowaza.com	Adgregate Markets, Inc. (f/k/a Zipidee, Inc.)
videowaza.net	Adgregate Markets, Inc. (f/k/a Zipidee, Inc.)
videowaza.tv	Adgregate Markets, Inc. (f/k/a Zipidee, Inc.)
videowaza.biz	Adgregate Markets, Inc. (f/k/a Zipidee, Inc.)
zipidee.com	Henry Wong (CEO, Adgregate Markets, Inc.)
zipidee.tv	Adgregate Markets, Inc. (f/k/a Zipidee, Inc.)

**Trademark Registrations**

MARK	REGISTRATION NO.	REGISTRATION DATE	Owner
TOTALVID	2,998,738	September 20, 2005	TotalVid, Inc., a Virginia Corporation*
TOTALVID and Design	3,004,812	October 4, 2005	TotalVid, Inc., a Virginia Corporation*
DOWNLOAD YOUR WORLD	3,002,397	September 27, 2005	TotalVid, Inc., a Virginia Corporation*
ZIPIDEE THE DIGI*GOOD MARKETPLACE	3,562,094	January 13, 2009	Aggregate Markets, Inc. (f/k/a Zipidee Inc.)

\*TotalVid Inc, a Virginia corporation ("TotalVid Virginia"), is not a Selling Party, but previously sold the marks to TotalVid Inc, a Delaware corporation and a Selling Party. The Selling Parties have a fully executed transfer agreement transfer the marks from TotalVid Virginia to the Selling Parties.