

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--------------------------|----------|----------------|-----------------------|
| Infinity Resources, Inc. | | 11/04/2010 | CORPORATION: ILLINOIS |

RECEIVING PARTY DATA

| | |
|--------------------|-------------------------|
| Name: | C D Listening Bar, Inc. |
| Doing Business As: | DBA Super D |
| Street Address: | 17822 A Gillette |
| City: | Irvine |
| State/Country: | CALIFORNIA |
| Postal Code: | 92614 |
| Entity Type: | CORPORATION: CALIFORNIA |

PROPERTY NUMBERS Total: 10

| Property Type | Number | Word Mark |
|----------------------|----------|--------------------------|
| Registration Number: | 3409924 | DEEPDISCOUNT |
| Registration Number: | 3409913 | DEEPDISCOUNT.COM |
| Registration Number: | 2376791 | THE BIG BOOK OF MOVIES |
| Registration Number: | 3215314 | DEEPDISCOUNTCD.COM |
| Registration Number: | 3215313 | DEEPDISCOUNTDVD.COM |
| Registration Number: | 2275744 | CC VIDEO |
| Registration Number: | 1858053 | COLLECTORS' CHOICE MUSIC |
| Registration Number: | 1860145 | COLLECTORS' CHOICE |
| Registration Number: | 3410029 | NOBLE ROT |
| Serial Number: | 85055229 | CC MUSIC |

CORRESPONDENCE DATA

Fax Number: (630)919-2219
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900178979

**TRADEMARK
 REEL: 004435 FRAME: 0054**

OP \$265.00 3409924

Phone: 630-919-2221
Email: mmalkin@deepdiscount.com
Correspondent Name: Michael L. Malkin
Address Line 1: 900 N. Rohlwing Road
Address Line 4: Itasca, ILLINOIS 60143

| | |
|--------------------|---------------------|
| NAME OF SUBMITTER: | Michael L. Malkin |
| Signature: | /Michael L. Malkin/ |
| Date: | 12/15/2010 |

Total Attachments: 7
source=Assignment of TMs IRI-CCM-Planet to CDLB#page1.tif
source=Assignment of TMs IRI-CCM-Planet to CDLB#page2.tif
source=Assignment of TMs IRI-CCM-Planet to CDLB#page3.tif
source=Assignment of TMs IRI-CCM-Planet to CDLB#page4.tif
source=Assignment of TMs IRI-CCM-Planet to CDLB#page5.tif
source=Assignment of TMs IRI-CCM-Planet to CDLB#page6.tif
source=Assignment of TMs IRI-CCM-Planet to CDLB#page7.tif

**ASSIGNMENT OF TRADEMARKS AND THE
UNITED STATES REGISTRATIONS THEREOF**

This assignment (the “Assignment”) is made by and between Infinity Resources, Inc., an Illinois corporation (“IRI”), Collectors’ Choice Music, Inc., an Illinois corporation and wholly-owned subsidiary of IRI (“CCM”), and Planet Entertainment, Inc., an Illinois corporation and wholly-owned subsidiary of IRI (“Planet” and collectively with IRI and CCM, the “Assignors”), and C D Listening Bar, Inc., a California corporation d/b/a Super D, having its principal place of business at 17822 A Gillette, Irvine, California 92614 (hereinafter the “Assignee”).

WHEREAS, IRI has adopted and uses, and thereby, owns all rights, title and interest in and to the following trademarks for use in connection with wholesale distribution services featuring music products and the United States Registrations and/or applications thereof identified below (hereinafter the “IRI Marks,” “IRI Registrations,” and “IRI Applications,” respectively), and the goodwill of the business appurtenant to said IRI Marks:

| <u>Registered Service Marks</u> | <u>Owner</u> | <u>Registration Number</u> | <u>Registration Date</u> |
|---------------------------------|--------------|----------------------------|--------------------------|
| DEEPDISCOUNTCD.COM | IRI | 3215314 | May 6, 2007 |
| DEEPDISCOUNT | IRI | 3409924 | April 8, 2008 |
| DEEPDISCOUNTDVD.COM | IRI | 3215313 | March 6, 2007 |
| DEEPDISCOUNT.COM | IRI | 3409913 | April 8, 2008 |
| THE BIG BOOK OF MOVIES | IRI | 2376791 | August 15, 2000 |
| CC VIDEO | IRI | 2275744 | September 7, 1999 |
| COLLECTORS’ CHOICE MUSIC | IRI | 1858053 | October 11, 1994 |
| COLLECTORS’ CHOICE | IRI | 1860145 | October 25, 1994 |
| NOBLE ROT | IRI | 3410029 | April 8, 2008 |

| <u>Pending Applications for Registration</u> | <u>Owner</u> | <u>Serial Number</u> | <u>Filing Date</u> |
|--|--------------|----------------------|--------------------|
| CCMUSIC | IRI | 85055229 | June 4, 2010 |

WHEREAS, Planet has adopted and uses, and thereby, owns all rights, title and interest in and to the following trademarks for use in connection with wholesale distribution services featuring music products and the United States Registrations thereof identified below (hereinafter the “Planet Marks” and “Planet Registrations,” respectively), and the goodwill of the business appurtenant to said Planet Marks:

| <u>Registered Service Marks</u> | <u>Owner</u> | <u>Registration Number</u> | <u>Registration Date</u> |
|---------------------------------|--------------|----------------------------|--------------------------|
| DVD PLANET | Planet | 2453998 | May 22, 2001 |
| DVDPLANET YOUR ONLINE SOURCE! | Planet | 2740668 | July 22, 2003 |

WHEREAS, CCM has adopted and uses, and thereby, owns all rights, title and interest in and to the following trademarks for use in connection with wholesale distribution services featuring music products and the United States Registrations and/or applications thereof identified below (hereinafter the “CCM Marks,” “CCM Registrations,” and “CCM Applications,” respectively), together with any common law rights and the goodwill of the business appurtenant to said CCM Marks:

| <u>Registered Service Marks</u> | <u>Owner</u> | <u>Registration Number</u> | <u>Registration Date</u> |
|---------------------------------|--------------|----------------------------|--------------------------|
| HEP CAT | CCM | 3045272 | January 17, 2006 |
| SERENADE (SM) | CCM | 2852364 | June 15, 2004 |
| SERENADE (TM) | CCM | 2865932 | July 27, 2004 |

| <u>Pending Applications for Registration</u> | <u>Owner</u> | <u>Serial Number</u> | <u>Filing Date</u> |
|--|--------------|----------------------|--------------------|
| TARTARE (WORD) | CCM | 85076139 | July 1, 2010 |
| TARTARE (WORD AND DESIGN) | CCM | 85076212 | July 1, 2010 |

WHEREAS, Assignee desires to obtain all right, title, and interest in the (i) IRI Marks, Planet Marks and CCM Marks (collectively, the “Marks”); (ii) IRI Registrations, Planet Registrations and CCM Registrations and (iii) IRI Applications and CCM Applications, including the goodwill associated with the Marks and any and all claims, demands, and causes of action for infringement, of the Marks, past, present, and future, and all of the proceeds from the foregoing.

NOW, THEREFORE in consideration of good and valuable consideration, the receipt of which is hereby acknowledged, IRI hereby assigns to Assignee all right, title and interest in and to the IRI Marks, the IRI Registrations and the IRI Applications, together with any common law rights and the goodwill of the business symbolized by the IRI Marks and any and all claims, demands, and causes of action for infringement, of the IRI Marks and the IRI Registrations, past, present, and future, and all of the proceeds from the foregoing.

NOW, THEREFORE in consideration of good and valuable consideration, the receipt of which is hereby acknowledged, Planet hereby assigns to Assignee all right, title and interest in and to the Planet Marks and the Planet Registrations, together with any common law rights and the goodwill of the business symbolized by the Planet Marks and any and all claims, demands, and causes of action for infringement, of the Planet Marks and the Planet Registration, past, present, and future, and all of the proceeds from the foregoing.

NOW, THEREFORE in consideration of good and valuable consideration, the receipt of which is hereby acknowledged, CCM hereby assigns to Assignee all right, title and interest in and to the CCM Marks, the CCM Registrations and the CCM Applications, together with any common law rights and the goodwill of the business symbolized by the CCM Marks and any and all claims, demands, and causes of action for infringement, of the CCM Marks and the CCM Registrations, past, present, and future, and all of the proceeds from the foregoing.

NOW, THEREFORE from time to time, as and when requested by any Assignee, Assignors shall execute and deliver, or cause to be executed and delivered, all such documents and instruments and shall take, or cause to be taken, all such further or other actions as Assignee may reasonably deem necessary or desirable to consummate the transactions contemplated by this Assignment, including, in the case of Assignors, executing and delivering to Assignee such assignments, deeds, bills of sale, consents

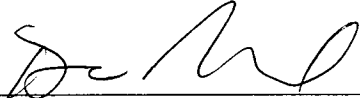
and other instruments as Assignee or its counsel may reasonably request as necessary or desirable for such purpose.

NOW, THEREFORE this Assignment may be executed in any number of original, facsimile, or portable document format (pdf) counterparts, each of which when so executed and delivered shall be an original, but all of which together shall constitute one instrument.

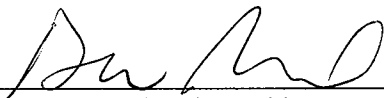
Signed at Itasca, Illinois, this 4th day of November, 2010.

Assignors:

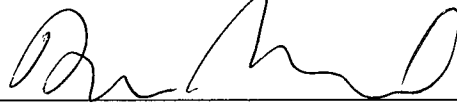
INFINITY RESOURCES, INC.

By: 
Dennis E. Abboud, President

PLANET ENTERTAINMENT, INC.

By: 
Dennis E. Abboud, President

COLLECTORS' CHOICE MUSIC, INC.

By: 
Dennis E. Abboud, President

Signed at IRVINE, CALIFORNIA this 4 day of November, 2010.

Assignee:

C D LISTENING BAR, INC., D/B/A SUPER D

By: *Jeff Walker*

Name: JEFF WALKER

Title: PRESIDENT

CALIFORNIA ALL-PURPOSE CERTIFICATE OF ACKNOWLEDGMENT

State of California

County of Orange

On 11/4/2010 before me, Madoul S. Kobty a notary public
(Here insert name and title of the officer)

personally appeared Jefferey Clinton Walker

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Madoul S. Kobty
 Signature of Notary Public



(Notary Seal)

ADDITIONAL OPTIONAL INFORMATION

INSTRUCTIONS FOR COMPLETING THIS FORM

Any acknowledgment completed in California must contain verbiage exactly as appears above in the notary section or a separate acknowledgment form must be properly completed and attached to that document. The only exception is if a document is to be recorded outside of California. In such instances, any alternative acknowledgment verbiage as may be printed on such a document so long as the verbiage does not require the notary to do something that is illegal for a notary in California (i.e. certifying the authorized capacity of the signer). Please check the document carefully for proper notarial wording and attach this form if required.

DESCRIPTION OF THE ATTACHED DOCUMENT

Assignment of Trademarks
(Title or description of attached document)

and the US Registration thereof
(Title or description of attached document continued)

Number of Pages 5 Document Date 11/4/10

(Additional information)

- State and County information must be the State and County where the document signer(s) personally appeared before the notary public for acknowledgment.
- Date of notarization must be the date that the signer(s) personally appeared which must also be the same date the acknowledgment is completed.
- The notary public must print his or her name as it appears within his or her commission followed by a comma and then your title (notary public).
- Print the name(s) of document signer(s) who personally appear at the time of notarization.
- Indicate the correct singular or plural forms by crossing off incorrect forms (i.e. he/she/they- is /are) or circling the correct forms. Failure to correctly indicate this information may lead to rejection of document recording.
- The notary seal impression must be clear and photographically reproducible. Impression must not cover text or lines. If seal impression smudges, re-seal if a sufficient area permits, otherwise complete a different acknowledgment form.
- Signature of the notary public must match the signature on file with the office of the county clerk.
 - ❖ Additional information is not required but could help to ensure this acknowledgment is not misused or attached to a different document.
 - ❖ Indicate title or type of attached document, number of pages and date.
 - ❖ Indicate the capacity claimed by the signer. If the claimed capacity is a corporate officer, indicate the title (i.e. CEO, CFO, Secretary).
- Securely attach this document to the signed document

CAPACITY CLAIMED BY THE SIGNER

- Individual (s)
 Corporate Officer

(Title)

- Partner(s)
 Attorney-in-Fact
 Trustee(s)
 Other _____

TRADEMARK