

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 |
| | Philadelphia Media Network, Inc. | | 10/28/2010 |
| | | | Entity Type |
| | | | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Philadelphia Media Network (Digital) LLC | | |
| Street Address: | 400 North Broad Street | | |
| City: | Philadelphia | | |
| State/Country: | PENNSYLVANIA | | |
| Postal Code: | 19130 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| | Property Type | Number | Word Mark |
| | Serial Number: | 76690176 | PHILLY.COM |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (202)887-4288 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 202-887-4103 | | |
| Email: | lgeyer@akingump.com | | |
| Correspondent Name: | Laura Talley Geyer | | |
| Address Line 1: | 1333 New Hampshire Ave, NW | | |
| Address Line 4: | Washington, DISTRICT OF COLUMBIA 20036-1564 | | |
| ATTORNEY DOCKET NUMBER: | 689026.0010 | | |
| NAME OF SUBMITTER: | Laura Talley Geyer | | |
| Signature: | /Laura Talley Geyer/ | | |
| Date: | 03/28/2011 | | |
| Total Attachments: 3 source=PMN Assignment to Digital#page1.tif source=PMN Assignment to Digital#page2.tif source=PMN Assignment to Digital#page3.tif | | | |

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INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT

This INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT ("**Agreement**") is effective as of this ___ day of October, 2010, by and between Philadelphia Media Network, Inc., a Delaware Corporation with an address at 400 North Broad Street, Philadelphia, PA 19130 ("**Assignor**") and Philadelphia Media Network (Digital) LLC, a Delaware limited liability company with an address at 400 North Broad Street, Philadelphia, PA 19130 ("**Assignee**").

WHEREAS, pursuant to the Intellectual Property Assignment Agreement dated October 8, 2010 ("**Assignment**"), Assignor acquired from Philly Online, LLC ("**POLLC**") and PMH Holdings, LLC ("**PMHLLC**") all of POLLC's and PMHLLC's Intellectual Property (as defined in the Assignment), including all right, title and interest in and to the trademarks and service marks, trade dress, trade names, and any applications and registrations therefor, and all goodwill associated therewith, domain names, and all other intellectual property identified on **Schedule A** attached hereto (the "**Assigned Intellectual Property**");

WHEREAS, Assignee is desirous of acquiring all right, title, and interest in and to the Assigned Intellectual Property;

WHEREAS, it is desired that the present Agreement may be made of record in the United States Patent and Trademark Office, the United States Copyright Office, and any other domestic or foreign government offices as desired by Assignee.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and intending to be legally bound hereby, Assignor hereby transfers, conveys, sells, and assigns to Assignee, all right, title, and interest in and to the Assigned Intellectual Property, including the goodwill associated therewith, and all other rights in and to the Assigned Intellectual Property throughout the world, in perpetuity, in all media whether now or hereafter known or invented, and all rights to damages and profits, due or accrued, arising out of past infringements of said Assigned Intellectual Property, and the right to sue for and recover the same.

PHILADELPHIA MEDIA NETWORK INC.
(Assignor)

By: _____
Name: Greg Osberg
Title: CEO
Date: 10/28/10

**PHILADELPHIA MEDIA NETWORK (DIGITAL)
LLC**

By: _____
Name: Greg Osberg
Title: CEO
Date: 10/28/10

SCHEDULE A

PHILLY ONLINE, LLC - Trademarks

| <u>Mark</u> | <u>Jurisdiction</u> | <u>Registration No. App. No.</u> | <u>Registration/ App. Date</u> | <u>Record Owner</u> |
|---|---------------------|--|------------------------------------|---------------------|
| PHILLY.COM & DESIGN (COLOR) | US | 76/690,173 | June 2, 2008 | Philly Online, LLC |
| BALL DESIGN | US | 76/690,177 | June 2, 2008 | Philly Online, LLC |
| OVER 1.1 MILLION BOOKS, MOVIES | US | 77/486,578 | May 29, 2008 | Philly Online, LLC |
| “ZEPPY! GO FETCH” | US | 77/486,541 | 5/29/2008 | Philly Online, LLC |
| ZEPPY | US | 77/486,553 | May 29, 2008 | Philly Online, LLC |
| DOG DESIGN | US | 76/690,178 | May 30, 3008 | Philly Online, LLC |
| PHILLY UNCORKED | US | 77/534,919 | July 30, 2008 | Philly Online, LLC |
| PHREQUENCY.COM | US | 77/548,443 | August 15, 2008 | Philly Online, LLC |
| PHILLY.COM & DESIGN (BLACK AND WHITE) | US | 76/690,173 | June 2, 2008 | Philly Online, LLC |
| PHILLY.COM | US | 77/486,489 | May 29, 2008 | Philly Online, LLC |
| PHILLY.COM | US | 2,722,762 | June 3, 2003 | Philly Online, LLC |

PMH Holdings, LLC – Trademarks

| <u>Mark</u> | <u>Jurisdiction</u> | <u>Registration No./App. No.</u> | <u>Registration/ App. Date</u> | <u>Record Owner</u> |
|-----------------------------------|---------------------|----------------------------------|--------------------------------|---------------------|
| PHILLY.COM THE REGION'S HOME PAGE | US | TX 5-568-063 | June 17, 2002 | PMH Holdings, Inc. |

PMH Holdings, LLC – Copyrights

| <u>Grantor</u> | <u>Copyrights</u> | <u>Registration Date</u> | <u>Status</u> | <u>Registration No.</u> |
|-------------------|-----------------------------------|--------------------------|---------------|-------------------------|
| PMH Holdings, LLC | PHILLY.COM THE REGION'S HOME PAGE | June 17, 2002 | Registered | TX-5-568-063 |