

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BOXX Entertainment, LLC		09/07/2012	LIMITED LIABILITY COMPANY: COLORADO
RECEIVING PARTY DATA			
Name:	Zeebox Limited		
Street Address:	90 Long Acre		
City:	London		
State/Country:	UNITED KINGDOM		
Postal Code:	WC2E 9RA		
Entity Type:	COMPANY: UNITED KINGDOM		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85129547	ZBOXX	
Serial Number:	85152069	ZBOXX	
Serial Number:	85091699	ZBOXX	
CORRESPONDENCE DATA			
Fax Number:	2028611783		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2028611500		
Email:	trademarks@bakerlaw.com		
Correspondent Name:	Mark Tidman		
Address Line 1:	1050 Connecticut Avenue, N.W.		
Address Line 2:	Suite 1100		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036		
ATTORNEY DOCKET NUMBER:	86291-20035		

CH \$90.00 85129547

**DOMESTIC REPRESENTATIVE**

**Name:** Mark Tidman  
**Address Line 1:** 1050 Connecticut Avenue, N.W.  
**Address Line 2:** Suite 1100  
**Address Line 4:** Washington, DISTRICT OF COLUMBIA 20036

<b>NAME OF SUBMITTER:</b>	Mark Tidman
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<b>Signature:</b>	/Mark Tidman/
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<b>Date:</b>	09/12/2012
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**Total Attachments: 6**  
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## TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT ("Agreement") is made and entered into effective as of the 7th day of September 2012 ("Effective Date"), by and between Zeebox Limited, a UK company, 90 Long Acre, London, United Kingdom WC2E 9RA (referred to herein as "Assignee"), and BOXX Entertainment, LLC, a Colorado Limited Liability Company with a business address of P.O. Box 207, Denver, Colorado 80201, (referred to herein as "Assignor").

WHEREAS, Assignor is the owner of all right and title in and to the trademark ZBOXX ("Assigned Trademark") and U.S. Application Serial Nos. 85129547, 85152069, 85091699 therefor ("Applications") for "vending machines" in International Class 9; "retail store services and online retail store services in the field of entertainment featuring pre-recorded, live and downloadable audio and audiovisual works, movies, motion pictures, film, music, concerts, radio, television programs, video, news, sports, games, animated content, books, cultural events, 3D entertainment, computer applications for cellular or mobile phones, handheld devices, wireless devices and computers, entertainment-related programs of all kinds, and streamed audio, video and data, provided via digital and wireless networks, the Internet, computer, cable, electronic mail, television, kiosks via a global computer network, automated vending machines via a global computer network, satellite or other communication networks; retail store services and online retail store services in the field of tablet computers and consumer electronics; dissemination of advertising for others via digital and wireless networks, the Internet, computer, cable, electronic mail, television, kiosks via a global computer network, automated vending machines via a global computer network, satellite or other communication networks; advertising services, namely, placing advertisements and promotional materials on an electronic site or on telecommunication or television channels, and delivering advertising and promotional materials, all via digital and wireless networks, the Internet, computer, cable, electronic mail, television, kiosks via a global computer network, automated vending machines

via a global computer network, satellite or other communication networks; advertising and marketing services” in International Class 35; “transmission and reception of audio, video, graphics, images, and data via digital and wireless networks, the Internet, computer, cellular or mobile phones, handheld devices, wireless devices, cable, electronic mail, television, kiosks via a global computer network, automated vending machines via a global computer network, satellite or other communication networks; providing electronic telecommunications connections and access to electronic communications networks, for transmission or reception of audio, video, data or multimedia content; electronic transmission of audio, video and data files via communications networks; transmission of streamed and downloadable audio, video, and data, namely, live, prerecorded and downloadable entertainment featuring audio and audiovisual works, movies, motion pictures, film, music, concerts, radio, television programs, video, news, sports, games, animated content, books, cultural events, 3D entertainment, computer applications for cellular or mobile phones, handheld devices, wireless devices and computers, and entertainment-related programs of all kinds, via digital and wireless networks, the Internet, computer, cellular or mobile phones, handheld devices, wireless devices, cable, electronic mail, television, kiosks via a global computer network, automated vending machines via a global computer network, satellite or other communication networks; transmission of streamed and downloadable audio, video, and data, namely live, prerecorded and downloadable entertainment programming of all kinds, for a fee, pre-paid subscription, pay-per-play, pay-as-you-go, pay-for-time, via digital and wireless networks, the Internet, computer, cellular or mobile phones, handheld devices, wireless devices, cable, electronic mail, television, kiosks via a global computer network, automated vending machines via a global computer network, satellite or other communication networks. transmission of communications and downloadable audio, video, and data via digital and wireless networks, the Internet, computer, cellular or mobile phones, handheld devices, wireless devices, cable, electronic mail, television, kiosks via a global computer network, automated vending machines via a global computer network, or other

communication networks, telecommunications apparatus, portable personal electronic devices, cellular or mobile phones, digital electronic devices, set top boxes or wireless set top boxes, internet over television (IPTV) services, voice over internet protocol (VOIP) services, peer-to-peer (P2P) network services, computer applications for cellular or mobile phones, handheld devices, wireless devices and computers, or via memory cards, USB (universal serial bus) hardware, USB or memory storage devices for connecting to a global computer network; provision of telecommunications access and online communications links to computer databases and the Internet, digital or wireless networks, databases or other communications networks; video, audio, radio, cable, and television broadcasting and transmission of programs and services via a global computer network; video transmission via digital and wireless networks, the Internet, computer, cellular or mobile phones, handheld devices, wireless devices, cable, electronic mail, television, satellite or other communication networks; video-on-demand transmission services; streaming of audio, video, audiovisual, and data content over the Internet and other communications networks; webcasting services. providing on-line bulletin boards for the transmission of messages among computer users concerning live, prerecorded and downloadable entertainment featuring audio and audiovisual works, movies, motion pictures, film, music, concerts, radio, television programs, video, news, sports, games, animated content, books, cultural events, 3D entertainment, computer applications for cellular or mobile phones, handheld devices, wireless devices and computers, and entertainment-related programs of all kinds; providing on-line chat rooms and electronic bulletin boards for transmission of messages among users in the fields of general interest, social networking, photo sharing, and transmission of graphic images, data, and video; providing forums for users to post, search, watch, share, critique, rate, and comment on, videos and other multimedia content via digital and wireless networks, the Internet, computer, cellular or mobile phones, handheld devices, wireless devices, cable, electronic mail, satellite, or other communication networks; providing an online community forum for users to share information, photos, audio and video content about

themselves, to receive feedback from their peers, to form virtual communities, and to engage in social networking; providing online and telecommunication facilities for real-time interaction between and among users of computers, electronic mail, cellular or mobile phones, handheld devices, wireless devices, portable personal electronic devices, telecommunications apparatus, and digital electronic devices; providing online forums for the transmission of photographic images, data, audio, and video. providing access to websites featuring live, prerecorded and downloadable entertainment featuring audio and audiovisual works, movies, motion pictures, film, music, concerts, radio, television programs, video, news, sports, games, animated content, books, cultural events, 3D entertainment, computer applications for cellular or mobile phones, handheld devices, wireless devices and computers, and entertainment-related programs of all kinds; providing access to websites featuring multimedia materials; providing access to MP3 and MP4 websites; wireless digital messaging services; providing wireless telecommunications via electronic communications networks; electronic mail services; electronic message transmission; instant messaging services; transmission of messages via email, instant messaging or a website on the internet in the field of general interest; voice over internet protocol (VOIP) services; telecommunications and transmission services; providing access to web-sites on the Internet” in International Class 38; “automated DVD Rental Services” in International Class 41, as well as Colorado State Trademark Registration No. 20101092276 for “corporate identity of an automated kiosk company consisting of entertainment & services, to include digital and Wi-Fi download technology, for the purpose of, but not limited to, rental/rental-order;” and

WHEREAS, Assignor is the owner of all right and title in and to the domain names zboxx.com, zboxx.net, zboxx.org, zboxx.us, zboxx.biz, zboxx.mobi, zboxx.info and zboxx.me (“Domain Names”); and

WHEREAS, Assignor is desirous of assigning the Assigned Trademark, Applications and Domain Names, and Assignee is desirous of acquiring the Assigned Trademark, Applications and Domain Names; and

WHEREAS, in connection with this Agreement, Assignee desires to license to Assignor, and Assignor desires to license from Assignee, a limited, exclusive right to use the Assigned Trademark and Applications, in connection with the existing and ongoing business of Assignor;

NOW, THEREFORE, in consideration of the above recitals incorporated herein by reference, and the covenants and agreements hereinafter contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby sells, assigns and transfers to Assignee, its entire right, title, and interest in and to the Assigned Trademark, the goodwill associated therewith, the Applications therefor, and the Domain Names. This assignment shall be binding upon the parties, their successors and/or assignees.

IN WITNESS WHEREOF, the parties have hereunto caused this Agreement to be executed as of the day and year first above written.

**ZEEBOX LIMITED**



Name: MAX BLEYLEBEN

Title: DIRECTOR

**BOXX ENTERTAINMENT, LLC**

\_\_\_\_\_  
Name: \_\_\_\_\_

Title: \_\_\_\_\_

WHEREAS, Assignor is desirous of assigning the Assigned Trademark, Applications and Domain Names, and Assignee is desirous of acquiring the Assigned Trademark, Applications and Domain Names; and

WHEREAS, in connection with this Agreement, Assignee desires to license to Assignor, and Assignor desires to license from Assignee, a limited, exclusive right to use the Assigned Trademark and Applications, in connection with the existing and ongoing business of Assignor;

NOW, THEREFORE, in consideration of the above recitals incorporated herein by reference, and the covenants and agreements hereinafter contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby sells, assigns and transfers to Assignee, its entire right, title, and interest in and to the Assigned Trademark, the goodwill associated therewith, the Applications therefor, and the Domain Names. This assignment shall be binding upon the parties, their successors and/or assignees.

IN WITNESS WHEREOF, the parties have hereunto caused this Agreement to be executed as of the day and year first above written.

**ZEEBOX LIMITED**

\_\_\_\_\_  
Name: \_\_\_\_\_

Title: \_\_\_\_\_

**BOXX ENTERTAINMENT, LLC**

*John T. Beilke - September 7 2012*  
\_\_\_\_\_  
Name: *John T. Beilke*

Title: *CEO / Founder*