

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
TV Guide Entertainment Group, LLC		05/31/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	TV Guide Online Holdings LLC
Street Address:	51 West 52nd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	0909839	CABLE-TV GUIDE
Registration Number:	2321722	JUMP THE SHARK
Registration Number:	3367172	JUMP THE SHARK
Registration Number:	3955886	MY TVGUIDE
Registration Number:	4127097	SELL ON TV
Registration Number:	3242418	STUMP THE SHARK
Registration Number:	1767448	TV GUIDE
Registration Number:	2142554	TV GUIDE
Serial Number:	85747082	TV GUIDE
Registration Number:	1137497	TV GUIDE
Registration Number:	3006957	TV GUIDE
Registration Number:	3192529	TV GUIDE
Registration Number:	0650942	TV GUIDE
Registration Number:	2144499	TV GUIDE

TRADEMARK

Registration Number:	3194043	TV GUIDE CHANNEL
Registration Number:	3193034	TV GUIDE MOBILE
Registration Number:	3537958	TV GUIDE NETWORK
Registration Number:	3537957	TV GUIDE NETWORK
Registration Number:	3811387	TV GUIDE NETWORK ON DEMAND
Registration Number:	2037478	TV GUIDE ON SCREEN
Registration Number:	3007648	TV GUIDE ON SCREEN
Registration Number:	3330931	TV GUIDE SPOT

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-975-4321

Email: trademarks@cbs.com, angela.lamorte@cbs.com

Correspondent Name: Rebecca Borden

Address Line 1: CBS Law

Address Line 2: 51 West 52nd Street

Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	CBSI - TVGUIDE.COM
NAME OF SUBMITTER:	Rebecca Borden
Signature:	/Rebecca Borden/
Date:	06/07/2013

Total Attachments: 9

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TVGEG TRADEMARK ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement (the "Agreement") is made and entered into as of May 31, 2013 by and between TV Guide Entertainment Group, LLC, a Delaware limited liability company ("Assignor"), and TV Guide Online Holdings LLC, a Delaware limited liability company ("Assignee").

WHEREAS, pursuant to that certain Restructuring, Purchase and Sale Agreement by and among TV Guide Entertainment Group, LLC, TV Guide Online Holdings LLC, CBS TVG Inc., and Lionsgate Channels, Inc., dated as of the date hereof (the "Purchase Agreement"), Assignor has agreed to transfer, convey, assign and deliver all of Assignor's right, title and interest in and to the trademarks and trademark registrations set forth on Exhibit A (the "Trademarks") and Assignee agreed to assume certain liabilities associated therewith.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. **Definitions.** Capitalized terms used but not defined herein shall have the respective meanings given to such terms in the Purchase Agreement.
2. **Assignment.** Assignor hereby transfers, conveys, assigns and delivers to Assignee, and Assignee hereby accepts, all of Assignor's right, title and interest in and to the Trademarks and any registrations or applications for registration related thereto, and all common law rights and goodwill associated therewith, together with all rights to sue for past, present or future infringement or other violation and to collect all past, present and future damages related thereto. Assignor hereby authorizes and requests the Commissioner of Trademarks in the United States Patent and Trademark Office and the corresponding entities or agencies in any applicable state or other jurisdiction, to record Assignee as the assignee and owner of the Trademarks and to deliver to Assignee, and to Assignee's attorneys, agents, successors or assigns, all official documents and communications as may be warranted by this Agreement.
3. **Assumption.** Assignee hereby expressly assumes and agrees to pay, discharge and perform as and when due, all Related Liabilities with respect to the Trademarks.
4. **Governing Law.** This Agreement will be governed by and construed in accordance with the laws of State of New York without regard to the choice of law principles thereof.
5. **Amendment.** This Agreement may be amended only by an instrument in writing signed by both parties hereto.
6. **Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all such counterparts when taken together shall constitute one and the same instrument.
7. **Other Agreements.** This Agreement is not intended to expand or limit any of the obligations, covenants or agreements therein, which shall remain in full force and effect. This

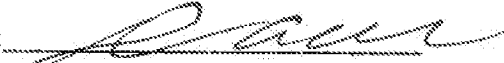
Agreement and the Purchase Agreement (including the Annexes and Schedules to the Purchase Agreement) constitutes the entire agreement between the parties hereto pertaining to the subject matter hereof and supersedes all prior agreements and understandings of such parties in connection therewith.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective the date first above written.

ASSIGNOR:

TV GUIDE ENTERTAINMENT GROUP, LLC

By: 

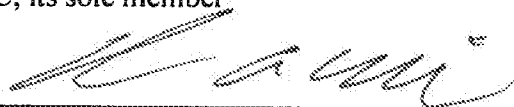
Name: Dennis Miller

Title: President

ASSIGNEE:

TV GUIDE ONLINE HOLDINGS LLC

By: TV GUIDE ENTERTAINMENT GROUP,
LLC, its sole member

By: 

Name: Dennis Miller

Title: President

EXHIBIT A
TRADEMARKS

Country	Trademark	Status	Class #	Category	Reg #	Owner	Registrant
Argentina	TV GUIDE & Design	Registered	35	Advertising services	1977330	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
Argentina	TV GUIDE & Design	Registered	38	Communication services	1977331	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
Argentina	TV GUIDE & Design	Registered	41	Entertainment services	1985496	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
Benelux	TV GUIDE (Stylized)	Registered	16	Printed matter; publications	496139	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, Inc.
Bolivia	TV GUIDE & Design	Registered	35	Advertising services	81382	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Bolivia	TV GUIDE & Design	Registered	38	Communication services	81383	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Bolivia	TV GUIDE & Design	Registered	41	Entertainment services	81384	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
China	TV Guide	Registered	16	Printed matter; publications	3364566	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
China	TV GUIDE & Design	Registered	16	Printed matter; publications	3093760	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
China	TV GUIDE & Design	Registered	38	Communication services	3093758	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
China	TV GUIDE & Design	Registered	41	Entertainment services	3093757	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
China	TV GUIDE (Stylized)	Registered	16	Printed matter; publications	1325457	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
Colombia	TV GUIDE	Registered	41	Entertainment services	254938	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Colombia	TV GUIDE	Registered	35	Advertising services	250283	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, Inc.
Colombia	TV GUIDE	Registered	38	Communication services	250217	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Colombia	TV GUIDE & Design	Registered	35	Advertising services	223737	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.

Country	Trademark	Status	Class #	Category	Reg #	Owner	Registrant
Colombia	TV GUIDE & Design	Registered	41	Entertainment services	223738	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Colombia	TV GUIDE & Design	Registered	38	Communication services	235380	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Costa Rica	TV GUIDE & Design	Registered	38	Communication services	117003	TV Guide Entertainment Group, LLC	Gemstar Development Corporation
Costa Rica	TV GUIDE & Design	Registered	41	Entertainment services	117004	TV Guide Entertainment Group, LLC	Gemstar Development Corporation
Costa Rica	TV GUIDE & Design	Registered	35	Advertising services	117005	TV Guide Entertainment Group, LLC	Gemstar Development Corporation
Dominican Republic	TV GUIDE	Registered	35 38 41	Advertising services Communication services Entertainment services	104562	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, Inc.
Dominican Republic	TV GUIDE & Design	Registered	35 38 41	Advertising services Communication services Entertainment services	104561	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, Inc.
El Salvador	TV GUIDE & Design	Registered	41	Entertainment services	190136	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
El Salvador	TV GUIDE & Design	Registered	38	Communication services	228136	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
El Salvador	TV GUIDE & Design	Registered	35	Advertising services	175181	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
European Union	TV GUIDE ENTERTAINMENT NETWORK & Design	Registered	16 38 41 42	Printed matter; publications Communication services Entertainment services Computer and scientific	467464	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, Inc.
Honduras	TV GUIDE	Registered	35	Advertising services	5674	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Honduras	TV GUIDE	Registered	38	Communication services	5675	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Honduras	TV GUIDE	Registered	41	Entertainment services	5676	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Honduras	TV GUIDE & Design	Registered	38	Communication services	6065	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Honduras	TV GUIDE & Design	Registered	41	Entertainment services	7313	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Honduras	TV GUIDE & Design	Registered	35	Advertising services	7389	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Indonesia	TV GUIDE	Registered	41	Entertainment services	166966	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.

Country	Trademark	Status	Class #	Category	Reg #	Owner	Registrant
Indonesia	TV GUIDE	Registered	38	Communication services	166968	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Japan	TV GUIDE & Design (red)	Registered	9 38	Consumer electronics Communication services	4377286	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Japan	TV GUIDE & Design (red)	Registered	41	Entertainment services	4710462	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Japan	TV GUIDE ENTERTAINMENT NETWORK	Registered	42	Computer and scientific	4281773	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Mexico	TV GUIDE	Registered	35	Advertising services	619906	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Mexico	TV GUIDE	Registered	41	Entertainment services	619907	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Mexico	TV GUIDE	Registered	38	Communication services	619908	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Mexico	TV GUIDE	Registered	9	Consumer electronics	922434	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Mexico	TV GUIDE & Design	Registered	38	Communication services	611279	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Mexico	TV GUIDE & Design	Registered	41	Entertainment services	611280	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Mexico	TV GUIDE & Design	Registered	35	Advertising services	776428	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Mexico	TV GUIDE & Design (3-D)	Registered	9	Consumer electronics	929894	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Mexico	TV GUIDE & Design (3-D)	Registered	38	Communication services	949060	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Mexico	TV GUIDE & Design (3-D)	Registered	41	Entertainment services	1002864	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Nicaragua	TV GUIDE & Design	Registered	35	Advertising services	45614	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Nicaragua	TV GUIDE & Design	Registered	38	Communication services	45615	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Nicaragua	TV GUIDE & Design	Registered	41	Entertainment services	45616	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Panama	TV GUIDE & Design	Registered	38	Communication services	99640	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.

Country	Trademark	Status	Class #	Category	Reg #	Owner	Registrant
Panama	TV GUIDE & Design	Registered	41	Entertainment services	99641	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Panama	TV GUIDE & Design	Registered	35	Advertising services	99642	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Peru	TV GUIDE	Registered	41	Entertainment services	17698	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, Inc.
Peru	TV GUIDE	Registered	38	Communication services	17920	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, Inc.
Peru	TV GUIDE	Registered	35	Advertising services	17921	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, Inc.
Taiwan R.O.C.	TV GUIDE & Design	Registered	35 38 41	Advertising services Communication services Entertainment services	1188112	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United Kingdom	TV GUIDE ENTERTAINMENT NETWORK	Registered	41	Entertainment services	2122244	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, Inc.
United States	CABLE-TV GUIDE	Registered (abandoned)	16	Printed matter; publications	0909839	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
United States	JUMP THE SHARK	Registered	41	Entertainment services	2321722	TV Guide Entertainment Group, LLC	Jump The Shark, Inc.
United States	JUMP THE SHARK	Registered	16 38 41	Printed matter; publications Communication services Entertainment services	3367172	TV Guide Entertainment Group, LLC	Jump The Shark, Inc.
United States	MY TV GUIDE	Registered	41	Entertainment services	3955886	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	SELL ON TV	Registered	35	Advertising services	4127097	TV Guide Entertainment Group, LLC	Harvest Growth LLC
United States	STUMP THE SHARK	Registered ¹	41	Entertainment services	3242418	TV Guide Entertainment Group, LLC	jumptheshark.com, Inc.
United States	TV GUIDE	Registered	16	Printed matter; publications	1767448	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE	Registered	38	Communication services	2142554	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE	Application	9	Consumer electronics	85747082	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE	Registered (abandoned)	35	Advertising services	1137497	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.

¹ Note: declaration of use due on May 15, 2013 was not filed. 6 month grace period applies.

Country	Trademark	Status	Class #	Category	Reg #	Owner	Registrant
United States	TV GUIDE & Design (3-D)	Registered	11 16 18 25 28 35 38 41	Environmental control apparatus (flashlights) Printed matter; publications Leather Goods Clothing Toys; sporting goods Advertising services Communication services Entertainment Services	3006957	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE & Design (3-D)	Registered (abandoned)	9	Consumer electronics	3192529	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE & Design	Registered	16	Printed matter; publications	650942	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE & Design	Registered	38	Communication services	2144499	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE CHANNEL & Design	Registered (abandoned)	38 41	Communication services Entertainment services	3194043	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
United States	TV GUIDE MOBILE	Registered	38 41	Communication services Entertainment services	3193034	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE NETWORK	Registered	38 41	Communication services Entertainment services	3537958	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE NETWORK & Design	Registered	38 41	Communication services Entertainment services	3537957	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE NETWORK ON DEMAND	Registered	38 41	Communication services Entertainment services	3811387	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE ON SCREEN	Registered	41	Entertainment services	2037478	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE ON SCREEN	Registered	9 35 38 41	Consumer electronics Advertising services Communication services Entertainment services	3007648	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
United States	TV GUIDE SPOT	Registered	38 41	Communication services Entertainment services	3330931	TV Guide Entertainment Group, LLC	TV Guide Entertainment Group, LLC
Venezuela	TV GUIDE	Registered	38	Communication services	13283	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Venezuela	TV GUIDE	Registered	41	Entertainment services	13284	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Venezuela	TV GUIDE	Registered	35	Advertising services	13285	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Venezuela	TV GUIDE & Design	Registered	41	Entertainment services	14042	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.

Country	Trademark	Status	Class #	Category	Reg #	Owner	Registrant
Venezuela	TV GUIDE & Design	Registered	38	Communication services	14040	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.
Venezuela	TV GUIDE & Design	Registered	35	Advertising services	14041	TV Guide Entertainment Group, LLC	TV Guide Magazine Group, Inc.