

01.8.02

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying Party(ies):
Upside Media, Inc.

Individual(s) Association
 General partnership Limited Partnership
 Corporation-State CA
 Other _____

Additional Name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Outright Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 30, 1999 (Security Agreement)

2. Name and address of receiving Party(ies)

Name: MCG Finance Corporation

Internal Address: Suite 800

Street Address: 1100 Wilson Boulevard

City: Arlington State: VA ZIP: 22209

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State DE
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
75/776604
75/531207
75/726786

B. Trademark Registration No's
2202377
1653067

Additional numbers attached? Yes No

6. Total Number of applications and registrations involved:..... 5

7. Total fee (37 CFR 3.41):.....\$ 140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account number: _____

(Attach) duplicate copy of this page if paying by deposit account

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: MCG Capital Corporation (f/k/a MCG Credit Corporation)

Internal Address: Suite 800

Street Address:
1100 Wilson Boulevard

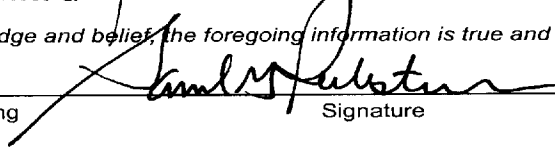
City: Arlington State: VA ZIP: 22209

01/14/2002 BYRNE 0000669 75776604
01 FC:482
02 FC:482

40.00 DP
100.00 DP

DO NOT USE THIS SPACE

9. State and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Samuel G. Rubenstein  December 7, 2001

Name of Person Signing Signature Date

Total number of pages including this cover sheet and any attachments: 28

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Exhibit D

Assignment of Trademarks

WHEREAS, Upside Media, Inc., a California corporation, located and doing business at [751 Market Street, 2nd Floor, San Francisco, CA 94103], has adopted the trademarks identified on Schedule A hereto, and is the owner of the United States [and foreign] trademark applications and registration in the United States Patent and Trademark Office [and foreign governmental agencies responsible for the registration of trademarks, respectively] listed thereon; and

WHEREAS, [MCG Finance Corporation] [UMAC, Inc.], a Delaware corporation, whose principal place of business is at [1100 Wilson Boulevard, Suite 800 Arlington, VA 22209], desires to acquire the trademarks and their applications or registrations as the transferee of the assets to which the marks relate;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Upside Media, Inc. hereby assigns to [MCG Finance Corporation][UMAC, Inc.] all right, title and interest in and to the trademarks and applications or registrations together with the good will of the business symbolized by the trademarks and applications or registrations thereof.

Executed: 9/25, 2001

UPSIDE MEDIA, INC.

By: 

Printed Name: DAVID BUNNELL

Title: CEO

Schedule A to Assignment of Trademarks

Registered Trademarks

Description	Country	Registration Number
LAUNCH!	USA	75/776.604
DIGITAL LIVING ROOM	USA	2,432,919
SHOWCASE	USA	2,202,377
UPSIDE	USS	1,653,067
INTERNET SHOWCASE	USA	2,318,240

Pending Trademark Applications

Description	Docket #	Country	Serial #	Filing Date	Status
DIGITAL LIFESTYLE REVOLUTION	18669-1000	USA	76/269,283	6/5/01	Pending