

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment and Assumption Agreement of security interest at Reel/Frame No. 3335/0145

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bear Stearns Corporate Lending Inc.		04/15/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Collateral Agent
Street Address:	270 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	national association: UNITED STATES

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2836545	AMERICAN JUNIORS
Registration Number:	2975256	AMERICAN JUNIORS
Registration Number:	2975254	AMERICAN JUNIORS
Serial Number:	78322365	I LOVE MUSIC
Serial Number:	78163789	KELLY CLARKSON
Serial Number:	78639088	CARRIE UNDERWOOD
Serial Number:	78816940	SO YOU THINK YOU CAN DANCE

CORRESPONDENCE DATA

Fax Number: (714)755-8290
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: ipdocket@lw.com
 Correspondent Name: Latham & Watkins LLP
 Address Line 1: 650 Town Center Drive
 Address Line 2: Suite 2000

900190399

**TRADEMARK
 REEL: 004529 FRAME: 0874**

OP \$190.00 2836545

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER: 045494-0067

NAME OF SUBMITTER: Kristin J. Azcona

Signature: /KJA/

Date: 04/27/2011

Total Attachments: 11

source=Executed IP Assignment and Assumption Agreement (2)#page1.tif
source=Executed IP Assignment and Assumption Agreement (2)#page2.tif
source=Executed IP Assignment and Assumption Agreement (2)#page3.tif
source=Executed IP Assignment and Assumption Agreement (2)#page4.tif
source=Executed IP Assignment and Assumption Agreement (2)#page5.tif
source=Executed IP Assignment and Assumption Agreement (2)#page6.tif
source=Executed IP Assignment and Assumption Agreement (2)#page7.tif
source=Executed IP Assignment and Assumption Agreement (2)#page8.tif
source=Executed IP Assignment and Assumption Agreement (2)#page9.tif
source=Executed IP Assignment and Assumption Agreement (2)#page10.tif
source=Executed IP Assignment and Assumption Agreement (2)#page11.tif

ASSIGNMENT AND ASSUMPTION AGREEMENT

Reference is made to (i) the Amended and Restated Credit Agreement, dated as of April 15, 2011, (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Restated Credit Agreement"), among CKX, INC. (the "Borrower"), the several banks and other financial institutions or entities from time to time parties thereto as lenders and JPMORGAN CHASE BANK, N.A., as administrative agent for the lenders (in such capacity, together with its successors and permitted assigns in such capacity, the "Administrative Agent") and collateral agent for the Secured Parties (as defined therein) (in such capacity, together with its successors and permitted assigns in such capacity, the "Collateral Agent"), (ii) the Guarantee and Collateral Agreement, dated as of May 24, 2006 (as amended, restated, amended and restated, supplemented or otherwise modified prior to the date hereof, the "Guarantee and Collateral Agreement"), among the Borrower, each of the other Grantors party thereto and Bear Stearns Corporate Lending Inc., as administrative agent (in such capacity, the "Existing Agent"), (iii) the Trademark Security Agreement, dated as of May 24, 2006 (as amended, restated, amended and restated, supplemented or otherwise modified prior to the date hereof, the "Trademark Security Agreement"), between 19 Entertainment Limited and the Existing Agent, and (iv) the Copyright Security Agreement, dated as of May 24, 2006 (as amended, restated, amended and restated, supplemented or otherwise modified prior to the date hereof, the "Copyright Security Agreement", and together with the Trademark Security Agreement, the "Intellectual Property Security Agreements"), among All Girl Productions, J2K Productions, Inc., 19 TV Limited, 19 Management Limited, 19 Entertainment Limited, Focus Enterprises, Inc., 19 Recordings Limited (each of the foregoing parties, together with the Borrower, a "Borrower Party" and collectively, the "Borrower Parties") and the Existing Agent.

Capitalized terms not otherwise defined herein have the respective meanings ascribed to them in the Guarantee and Collateral Agreement.

WHEREAS, pursuant to the Trademark Security Agreement, which was recorded with the U.S. Patent and Trademark Office on June 20, 2006 at Reel/Frame No. 3335/0145, each of the Borrower Parties party thereto granted to the Existing Agent a lien on and security interest in and to all of its right, title and interest in, to and under all of the Trademarks and Trademark Licenses listed on Schedule I, and all goodwill associated with such Trademarks and all Proceeds of any and all of the foregoing;

WHEREAS, pursuant to the Copyright Security Agreement, which was recorded with the U.S. Copyright Office on August 2, 2006 at V3541 D183 P1-17, each of the Borrower Parties party thereto granted to the Existing Agent a lien on and security interest in and to all of its right, title and interest in, to and under all of the Copyrights and Copyright Licenses listed on Schedule II, and all Proceeds of any and all of the foregoing;

WHEREAS, (i) the Existing Agent has resigned in its capacity as administrative agent in accordance with the terms of Section 10.9 of the Original Credit Agreement (as defined in the Restated Credit Agreement) and (ii) pursuant to the Resignation, Waiver, Consent and Appointment Agreement, dated as of April 15, 2011, the Lenders comprising Required Lenders (as such terms are defined in the Original Credit Agreement) have appointed JPMorgan Chase Bank, N.A. as successor administrative agent and collateral agent, and the Borrower has consented to such appointment.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Existing Agent and the Collateral Agent hereby agree as follows:

The Existing Agent hereby irrevocably assigns to the Collateral Agent without recourse, and the Collateral Agent hereby assumes from the Existing Agent, the interest in and to the Existing Agent's rights and obligations under the Intellectual Property Security Agreements (the "Assigned Interest"), as of the Effective Date (as defined below).

The effective date of this Assignment and Assumption Agreement shall be the date of execution by all parties (the "Effective Date"). Following the execution of this Assignment and Assumption Agreement, it will be delivered to the Collateral Agent for recording by the Collateral Agent (or its designee) pursuant to the Guarantee and Collateral Agreement and the Intellectual Property Security Agreements with the U.S. Patent and Trademark Office and the U.S. Copyright Office.

From and after the Effective Date, (i) the Collateral Agent shall be a party to the Guarantee and Collateral Agreement and the Intellectual Property Security Agreements and shall have the rights and obligations of "Administrative Agent" thereunder and under the other Security Documents (as defined in the Original Credit Agreement) and shall be bound by the provisions thereof, and (ii) the Existing Agent shall relinquish its rights and be released from its obligations under the Guarantee and Collateral Agreement and the Intellectual Property Security Agreements and under the other Security Documents (as defined in the Original Credit Agreement).

This Assignment and Assumption Agreement shall be governed by and construed in accordance with the laws of the State of New York.

The provisions of the Guarantee and Collateral Agreement under the headings "Submission to Jurisdiction; Waivers" (Section 8.12), "Acknowledgments" (Section 8.13) and "Waiver of Jury Trial" (Section 8.16) are incorporated herein by this reference, *mutatis mutandis*, as if fully set forth herein.

(Signature pages follow)

IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption Agreement to be executed by their respective duly authorized officers.

JPMORGAN CHASE BANK, N.A.
as Collateral Agent

By: 

Name: **Peter B. Thauer**

Title: **Executive Director**

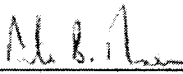
Signature page to Intellectual Property Assignment and Assumption Agreement

TRADEMARK
REEL: 004529 FRAME: 0878

Accepted:

BEAR STEARNS CORPORATE LENDING INC.
as Existing Agent

By: JPMORGAN CHASE BANK, N.A.,
authorized signatory

By: 

Name: **Peter B. Thauer**
Title: **Executive Director**

Signature page to Intellectual Property Assignment and Assumption Agreement

TRADEMARK
REEL: 004529 FRAME: 0879

19 ENTERTAINMENT LIMITED

By: Thomas P. Benson
Name: Thomas P. Benson
Date:

ALL GIRL PRODUCTIONS

By: Thomas P. Benson
Name: Thomas P. Benson
Date:

J2K PRODUCTIONS, INC.

By: Thomas P. Benson
Name: Thomas P. Benson
Date:

19 TV LIMITED

By: Thomas P. Benson
Name: Thomas P. Benson
Date:

19 MANAGEMENT LIMITED

By: Thomas P. Benson
Name: Thomas P. Benson
Date:

FOCUS ENTERPRISES, INC.

By: Thomas P. Benson
Name: Thomas P. Benson
Date:

19 RECORDINGS LIMITED


By: Thomas P. Benson
Name: Thomas P. Benson
Date:

Signature Page to Assignment and Assumption Agreement

SCHEDULE I
to
ASSIGNMENT AND ASSUMPTION AGREEMENT

UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS
Reel/Frame: 3335/0145

19 Entertainment Limited U.S. TRADEMARK APPLICATIONS		
Trademark	App. No.	App. Date
AMERICAN JUNIORS	78236919	April 11, 2003
AMERICAN JUNIORS	76546835	September 8, 2003
AMERICAN JUNIORS (design) 	76546834	September 8, 2003
AMERICAN JUNIORS (design) 	76546833	September 8, 2003
I LOVE MUSIC	78322365	November 3, 2003
KELLY CLARKSON	78163789	September 13, 2002
CARRIE UNDERWOOD	78639088	December 22, 2005
SO YOU THINK YOU CAN DANCE (Co-Owned with Dick Clark Productions, Inc.)	78816940	February 16, 2006

19 Entertainment Limited U.S. TRADEMARK REGISTRATIONS		
Trademark	Reg. No.	Reg. Date
AMERICAN JUNIORS	2836545	April 27, 2004
AMERICAN JUNIORS	2975256	July 26, 2005
AMERICAN JUNIORS (design) 	2975254	July 26, 2005

SCHEDULE II
to
ASSIGNMENT AND ASSUMPTION AGREEMENT

COPYRIGHT REGISTRATIONS

V3541 D183 P1-17

19 Recordings Limited

Title	Reg. No.	Reg. Date
American Idol: season 4, The showstoppers	SR376034	October 31, 2005

All Girls Productions

Title	Reg. No.	Reg. Date
All American Girl: no. 101-103	PAu2758549	April 07, 2003

J2K Productions, Inc.

Title	Reg. No.	Reg. Date
From Justin to Kelly	PAu2723047	December 17, 2002
From Justin to Kelly/ Twentieth Century Fox presents a 19 Entertainment production; directed by Rovert Iscove	PA 1121531	June 12, 2003
From Justin to Kelly	PAu2758538	April 29, 2003

19 Entertainment & Double Vision Film, Ltd. (co-ownership)

Title	Reg. No.	Reg. Date
S-Club: Seeing double	PAu2740152	January 28, 2003

Focus Enterprises, Inc.

Title	Reg. No.	Reg. Date
An All-Star Toast to the Improv	PA382693	February 25, 1988
An Evening with Sammy Davis, Jr. & Jerry Lewis	PA411178	November 17, 1988
Women of the Night I	PA686778	July 11, 1987
Women of the Night II	PA715746	August 12, 1994
Women of the Night III	PA539897	July 29, 1991

19 Television Limited & FremantleMedia North America, Inc. (co-ownership)

Title	Reg. No.	Reg. Date
American Idol: no. 105	PA1113201	October 21, 2002
American Idol: no. 103A	PA1116314	October 21, 2002
American Idol: no. 103	PA1116315	October 21, 2002
American Idol: no. 101	PA1148578	October 21, 2002
American Idol: no. 109A	PA1148608	October 21, 2002

Title	Reg. No.	Reg. Date
American Idol: no. 105B	PA1148609	October 21, 2002
American Idol: no. 104	PA1148610	October 21, 2002
American Idol: no. 108A	PA1148611	October 21, 2002
American Idol: no. 110	PA1148612	October 21, 2002
American Idol: no. 107	PA1148613	October 21, 2002
American Idol: no. 106, pt. 1	PA1148614	October 21, 2002
American Idol: no. 107A	PA1148615	October 21, 2002
American Idol: no. 106, pt. 2	PA1148616	October 21, 2002
American Idol: no. 106A	PA1148617	October 21, 2002
American Idol: no. 104A	PA1148618	October 21, 2002
American Idol: no. 105A	PA1148619	October 21, 2002
American Idol: no. 112A	PA1148620	October 21, 2002
American Idol: no. 108	PA1148621	October 21, 2002
American Idol: no. 109	PA1148622	October 21, 2002
American Idol: no. 114, pt. 1	PA1148623	October 21, 2002
American Idol: no. 113	PA1148624	October 21, 2002
American Idol: no. 111A	PA1148625	October 21, 2002
American Idol: no. 112	PA1148626	October 21, 2002
American Idol: no. 114, pt. 2	PA1148627	October 21, 2002
American Idol: no. 110A	PA1148628	October 21, 2002
American Idol: no. 111	PA1148630	October 21, 2002
American Idol: no. 102	PA1148629	June 9, 2003

19 TV Limited & FremantleMedia North America, Inc. (co-ownership)

Title	Reg. No.	Reg. Date
American Idol: no. 216A	PA1217088	March 5, 2003
American Idol: no. 217	PA1217089	March 5, 2003
American Idol: no. 215A	PA1217090	March 5, 2003
American Idol: no. 216	PA1217102	March 5, 2003
American Idol: no. 214	PA1217103	March 5, 2003
American Idol: no. 209	PA1217104	March 5, 2003
American Idol: no. 217A	PA1217105	March 5, 2003
American Idol: no. 212A	PA1217106	March 5, 2003
American Idol: no. 212	PA1217107	March 5, 2003
American Idol: no. 213A	PA1217108	March 5, 2003
American Idol: no. 209A	PA1217109	March 5, 2003
American Idol: no. 211	PA1217110	March 5, 2003
American Idol: no. 214A	PA1217111	March 5, 2003
American Idol: no. 210	PA1217112	March 5, 2003
American Idol: no. 208	PA1122728	March 7, 2003
American Idol: no. 202	PA1122729	March 7, 2003
American Idol: no. 205a	PA1122730	March 7, 2003
American Idol: no. 208A	PA1122731	March 7, 2003
American Idol: no. 204	PA1122732	March 7, 2003
American Idol: no. 207A	PA1122733	March 7, 2003
American Idol: no. 207	PA1122734	March 7, 2003
American Idol: no. 206A	PA1122735	March 7, 2003
American Idol: no. 207B	PA1122736	March 7, 2003

Title	Reg. No.	Reg. Date
American Idol: no. 203	PA1122737	March 7, 2003
American Idol: no. 205	PA1122738	March 7, 2003
American Idol: no. 206	PA1122739	March 7, 2003
American Idol: no. 201	PA1122740	March 7, 2003
American Idol: no. 210A	PA1217439	March 5, 2004
American Idol: no. 213	PA1217440	March 5, 2004
American Idol: no. 211A	PA1217441	March 5, 2004
American Idol: no. 215	PA1217442	March 5, 2004
American Idol: no. 221	PA1226479	March 12, 2004
American Idol: no. 218A	PA1226480	March 12, 2004
American Idol: no. 219	PA1226481	March 12, 2004
American Idol: no. 220	PA1226482	March 12, 2004
American Idol: no. 218	PA1226483	March 12, 2004
American Idol: no. 219A	PA1226484	March 12, 2004
American Idol Christmas	PA1236464	August 10, 2004
American Idol 3 : no. 301 / directed by Ken Warwick	PA0001308482	March 23, 2006
American idol : no. 302	PA0001320000	March 23, 2006
American Idol 3 : no. 303 / directed by Ken Warwick	PA0001308483	March 23, 2006
American Idol 3 : no. 304	PA0001308484	March 23, 2006
American Idol 3 : no. 305 / directed by Nigel Lythgoe	PA0001308485	March 23, 2006
American Idol 3 : no. 306 / directed by Bruce Gowers	PA0001308486	March 23, 2006
American Idol 3 : no. 307 / directed by Bruce Gowers	PA0001308487	March 23, 2006
American Idol 3: no. 308	PA1250939	January 24, 2005
American Idol 3 : no. 308A	PA1250940	January 24, 2005
American Idol 3: no. 309A	PA1250941	January 24, 2005
American Idol 3: no. 309	PA1250942	January 24, 2005
American Idol 3: no. 310	PA1250943	January 24, 2005
American Idol 3: no. 310A	PA1250944	January 24, 2005
American Idol 3: no. 311A	PA1250945	January 24, 2005
American Idol 3: no. 311	PA1250946	January 24, 2005
American Idol 3: no. 312	PA1250947	January 24, 2005
American Idol 3: no. 312A	PA1250948	January 24, 2005
American Idol 3: no. 313A	PA1250949	January 24, 2005
American Idol 3: no. 316	PA1250950	January 24, 2005
American Idol 3: no. 316A	PA1250951	January 24, 2005
American Idol 3: no. 317	PA1250952	January 24, 2005
American Idol 3: no. 317A	PA1250953	January 24, 2005
American Idol 3: no. 318	PA1250954	January 24, 2005
American Idol 3: no. 319	PA1250956	January 24, 2005
American Idol 3: no. 318A	PA1250955	January 24, 2005
American Idol 3: no. 319A	PA1250957	January 24, 2005
American Idol 3: no. 320	PA1250958	January 24, 2005
American Idol 3: no. 320A	PA1250959	January 24, 2005
American Idol 3: no. 321	PA1250960	January 24, 2005

Title	Reg. No.	Reg. Date
American Idol 3: no. 321A	PA1250961	January 24, 2005
American Idol 3: no. 322	PA1250962	January 24, 2005
American Idol 3: no. 322A	PA1250963	January 24, 2005
American Idol 3: no. 323	PA1250964	January 24, 2005
American Idol 3: no. 324/325	PA1250965	January 24, 2005
American Idol 3: no. 313	PA1250966	January 24, 2005
American Idol 3: no. 314	PA1265860	January 28, 2005
American Idol 3: no. 314A	PA1265861	January 28, 2005
American Idol 3: no. 315	PA1265862	January 28, 2005
American Idol 3: no. 315A	PA1265863	January 28, 2005
American idol : no. 401/402	PA0001320003	March 22, 2006
American Idol : no. 403	PA0001320166	March 22, 2006
American Idol : no. 403 / directed by Ken Warwick	PA0001308488	March 22, 2006
American idol : no. 405	PA0001320002	March 22, 2006
American Idol : no. 406 / directed by Ken Warwick	PA0001308489	March 22, 2006
American idol : no. 407	PA0001319998	March 22, 2006
American Idol : no. 408 / directed by Bruce Gowers	PA0001308490	March 22, 2006
American idol : no. 409	PA0001320009	March 22, 2006
American Idol : no. 410 / directed by Bruce Gowers	PA0001308491	March 22, 2006
American Idol : no. 411 / directed by Nigel Lythgoe	PA0001308492	March 22, 2006
American Idol: no. 416	PA1218596	May 23, 2005
American Idol: no. 422	PA1218597	May 23, 2005
American Idol: no. 422A	PA1218598	May 23, 2005
American Idol: no. 417	PA1218599	May 23, 2005
American Idol: no. 418	PA1218600	May 23, 2005
American Idol: no. 420	PA1218601	May 23, 2005
American Idol: no. 416/417A	PA1218602	May 23, 2005
American Idol: no. 419X	PA1218603	May 23, 2005
American Idol: no. 419	PA1218604	May 23, 2005
American Idol: no. 418A	PA1218605	May 23, 2005
American Idol: no. 421	PA1218606	May 23, 2005
American Idol: no. 424	PA1218607	May 23, 2005
American Idol: no. 414	PA1218608	May 23, 2005
American Idol: no. 420A	PA1218609	May 23, 2005
American Idol: no. 415	PA1218610	May 23, 2005
American Idol: no. 414/415A	PA1218611	May 23, 2005
American Idol: no. 412	PA1218612	May 23, 2005
American Idol: no. 412/413A	PA1218613	May 23, 2005
American Idol: no. 413	PA1218614	May 23, 2005
American Idol: no. 421A	PA1218615	May 23, 2005
American Idol: no. 423	PA1218616	May 23, 2005
American Idol: no. 423A	PA1218617	May 23, 2005
American Idol: no. 419A	PA1218618	May 23, 2005
American Idol 4: no. 424A	PA1280523	May 23, 2005

Title	Reg. No.	Reg. Date
American Idol 4: no. 425	PA1280524	May 23, 2005
American Idol 4: no. 425A	PA1280525	May 23, 2005
American Idol 4: no. 426	PA1280526	May 23, 2005
American Idol 4: no. 426A	PA1280527	May 23, 2005
American Idol 4: no. 427	PA1280528	May 23, 2005
American Idol 4: no. 427A	PA1280529	May 23, 2005
American Idol: no. 428	PA1290694	June 24, 2005
American Idol: no. 429-430, hr. 1 and 2	PA1289602	June 24, 2005