

06-03-1998

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Form PTO 1694 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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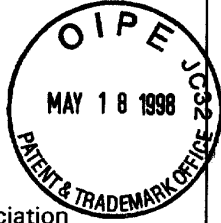
To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

MRD # 5/18/98

1. Name of conveying party(ies):  
 Broadway Video Entertainment, L.P.

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

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



2. Name and address of receiving party(ies):  
 Name: **Golden Books Publishing Company, Inc.**  
 Internal Address:  
 Street Address: **888 Seventh Avenue**  
 City: **New York** State: **New York** Zip: **10106-4100**

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State  
 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

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other

Execution Date: August 20, 1996

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 757054,919

B. Trademark registration No.(s)  
 2,007,137      2,007,250  
 2,065,561      2,124,250

EXPRESS MAIL CERTIFICATE  
 Date 5/18/98 Label No. 445428152  
 Additional numbers attached?     Yes     No

5. Name and address of conveying party(ies) concerning which this information is being furnished to the Commissioner of Patents & Trademarks, Washington, DC 20231 by "Special Mail" service.  
 Name: Darby B. Peck  
 Internal Address: Steven J. Notto  
 Street Address: 805 Third Avenue, 27th Floor  
 City: New York State: New York Zip: 10022-7513

*I hereby certify that on the date indicated above I deposited this paper or papers with the U.S. Postal Service at the above address for delivery to the Commissioner of Patents & Trademarks, Washington, DC 20231 by "Special Mail" service.*

Name (Print) B B Peck Signature [Signature]

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:  
04-0100  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement 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.*

Paul Fields/Reg. No. 20,298  
 Name of Person Signing

[Signature]  
 Signature

May 18, 1998  
 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

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SCHEDULE I

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>CLASS</u>
POWERS THAT BE	2,007,137	16
SHADOW STATE	2,065,561	16
FATALE	2,007,250	16
VISAGE COMICS	2,124,250	16
<u>SERVICE MARK</u>	<u>APP. NO.</u>	<u>CLASS</u>
VISAGE COMICS	75/054,919	16

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TRADEMARK  
REEL: 1734 FRAME: 0509

**TRADEMARK AND  
TRADEMARK REGISTRATIONS ASSIGNMENT**

This TRADEMARK AND TRADEMARK REGISTRATIONS ASSIGNMENT (the "Assignment") is entered into by BROADWAY VIDEO ENTERTAINMENT, L.P. ("BVEL") and PALLADIUM LIMITED PARTNERSHIP ("PLP"), each a New York limited partnership with offices located at 1619 Broadway, 9th Floor, New York, NY 10019 (each an "Assignor," and collectively "Assignors"), as assignors, in favor of GOLDEN BOOKS PUBLISHING COMPANY, INC., a Delaware corporation with offices located at 850 Third Avenue, New York, New York 10022 ("Assignee"), as assignee, in accordance with the terms and conditions of that certain Asset Purchase Agreement dated as of July 30, 1996, by and among BVEL, Broadway Video Enterprises, Inc., a New York corporation, Lone Ranger Music, Inc., a New York corporation, and PLP, on the one hand, and GOLDEN BOOKS FAMILY ENTERTAINMENT, INC., a Delaware corporation, Assignee and LRM Acquisition Corp., a Delaware corporation, on the other hand (as amended by Amendment No. 1 to Asset Purchase Agreement dated as of August 20, 1996, the "Asset Purchase Agreement"), with reference to the following facts and circumstances:

Assignors are the proprietors of the United States trademarks and service marks listed on Schedule I hereto (collectively, the "Marks").

WHEREAS, Assignee desires to acquire all of Assignors' respective right, title and interest in and to the Marks, all Federal, state, and foreign registrations of same heretofore granted or applied for, and any and all common law rights of each Assignor to the Marks in the United States, any state thereof, and in foreign countries (collectively, the "Mark Rights").

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors, in accordance with the terms and conditions of the Asset Purchase Agreement, do hereby assign and transfer unto Assignee all of their respective right, title and interest in and to the Mark Rights, together with the goodwill of the business symbolized by such Mark Rights.

Assignors do hereby expressly agree that procedures be taken with the United States Patent and Trademark office singly by Assignee to record the transfer of the Marks to Assignee.

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TRADEMARK  
REEL: 1734 FRAME: 0510

[Signature page to Trademark and Trademark Registrations Assignment]

In testimony whereof, Assignors have caused this Assignment to be executed by their officer(s) thereunto duly authorized.

Dated this ~~20th~~ day of August, 1996.


**BROADWAY VIDEO ENTERTAINMENT, L.P.,**  
a New York limited partnership

By: Broadway Video Enterprises, Inc., its sole  
general partner

By:   
Stephen W. Shippee, Chief Operating  
Officer and Chief Financial Officer

**PALLADIUM LIMITED PARTNERSHIP,**  
a New York limited partnership

By: Broadway Video Enterprises, Inc., its sole  
general partner

By:   
Stephen W. Shippee, Chief Operating  
Officer and Chief Financial Officer