

06-17-1998

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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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Honorable Commissioner of Pat

attached original documents or copy thereof.

1. Name of conveying party(ies):
Corinthian Marketing, PLC

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

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

2. Name and address of receiving party(ies):
Name: Equity Marketing, Inc.
Internal Address: 131 South Rodeo Drive
Street Address: _____
City: Beverly Hills State: CA ZIP: 90212

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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: April 24, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/411405
75/439652
75/233174
75/184603

Additional numbers attached? Yes No

B. Trademark registration No.(s)
2,109,882

E

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Peter M. Eichler, Esq.
Internal Address: Troop, Meisinger, Steuber & Pasich, 10940 Wilshire Blvd., 8th Floor, Los Angeles, CA 90024
Street Address: _____
City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00
 Enclosed
If insufficient, then
 Authorized to be charged to deposit account

8. Deposit account number:
20-1500
(Attach duplicate copy of this page if paying by deposit account)

06/15/1998 SSMITH 00000161 75411405 DO NOT USE THIS SPACE
01 FC:481 40.00 OP
02 FC:482 100.00 OP

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:

Jimmye B. Smith May 29, 1998
Name of Person Signing Signature Date

TRADEMARK
Total number of pages comprising cover sheet: 1

REEL: 1740 FRAME: 0721

UNITED STATES OF AMERICA

SCHEDULE

<u>TRADEMARK</u>	<u>APP. NO.</u>	<u>APP. DATE</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>CLASS</u>
HEADLINERS	75/090,443	4/1/96	2,109,882	10/28/97	28
HEADLINERS IN THE CREASE	75/411,405	12/9/97			28
HEADLINERS XL	75/439,652	2/20/98			28
POWERPOPS	75/233,174	1/29/97			28
YOU'LL KNOW THEM WHEN YOU SEE THEM	75/184,603	10/21/96			28

UNITED STATES OF AMERICA

ASSIGNMENT

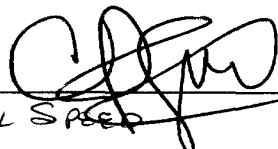
WHEREAS, CORINTHIAN MARKETING PLC, a company organized under the laws of the United Kingdom, located at Dralda House, 24-28 Crendon Street, High Wycombe, Bucks, HP13 6LS, GB, England,, has adopted, used and registered the Trademarks listed on the attached Schedule, in the United States;

WHEREAS, EQUITY MARKETING, INC., a corporation organized under the laws of the State of Delaware, U.S.A., located at 131 South Rodeo Drive, Beverly Hills, California, U.S.A.,, is desirous of acquiring said marks and the registrations thereof and applications therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, saidCORINTHIAN MARKETING PLC does hereby assign unto said EQUITY MARKETING, INC. all rights, title and interest, with the goodwill therein in and to the said trademarks, applications and registrations.

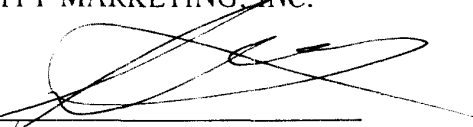
CORINTHIAN MARKETING PLC

DATED: APRIL 24, 1998

By: 
PAUL SPEED (Name)
(Title)

Agreed and accepted this 24th
day of APRIL, 19 98.

EQUITY MARKETING, INC.

By: 
STEPHEN F. ROBEAK