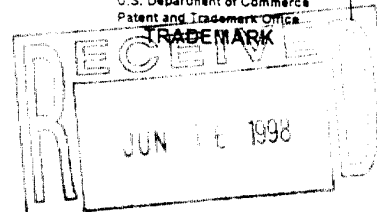


06-18-1998



100741606

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6-15-98

RECORDATION FORM COVER SHEET
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6-16-98

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Spelling Satellite Networks Inc.

Execution Date
Month Day Year
04 08 98

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Viacom International Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1515 Broadway

Address (line 2) _____

Address (line 3) New York

NY

10036

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

06/17/1998 DCOATES 00000111 220287 75289626

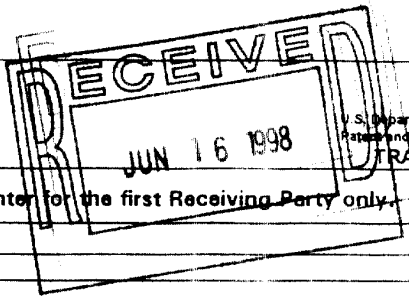
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Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/289626"/>	<input type="text" value="75/289223"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing Signature Date Signed

ASSIGNMENT OF TRADEMARKS

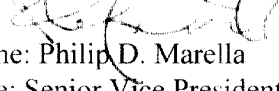
WHEREAS, Spelling Satellite Networks Inc. ("Assignor"), a California corporation desires to assign entire right, title and interest in and to Application Nos. 75/289626 and 75/289223 for the mark TELEUNO logo, ("the Mark"), together with the goodwill of the business symbolized thereby,

WHEREAS, Viacom International Inc., ("Assignee"), a Delaware Corporation, desires to obtain all rights in and to Application Nos. 75/289626 and 75/289223,

NOW, THEREFORE, as of April 28, 1998, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, transfers, conveys and assigns to Assignee, all of Assignor's right, title and interest in and to the Mark, all registrations and applications therefor, the right to recover for past infringement, and the goodwill of the business in connection with which it has been used.

IN WITNESS WHEREOF, Assignor has caused this document to be executed as of the 10 day of June, 1998.

Spelling Satellite Networks Inc.

By: 
Name: Philip D. Marella
Title: Senior Vice President and
Assistant Secretary

Sworn to before me this 10 day of June, 1998

Notary Public 

MALLORY LEVITT
Notary Public, State of New York
No. 31-5025009
Qualified in New York Court
Commission Expires Apr. 11