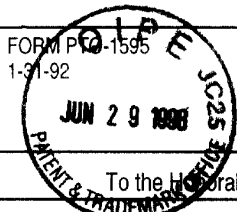


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07-14-1998

FORM PTO-1595
1-31-92



TI



100763953

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Francis Coppola

- 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: The Coppola Family Trust

Internal Address: _____

Street Address: 1991 St. Helena Highway

City: Rutherford State: CA ZIP: 94573

Individual(s) citizenship _____

Association _____

Limited Partnership _____

Corporation - State _____

Other California Trust _____

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: June 17, 1998

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

A. Trademark Application No.(s)

75/290467 75/400218
75/400217 75/437303

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Stanley W. Sokoloff

Internal Address: BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)\$ 115.00

Enclosed

Deficiency of fees authorized to be charged to deposit account

8. Deposit account number:

02-2666

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

DO NOT USE THIS SPACE

07/14/1998 BNGUYEN 00000092 75290467

01 FC:481
02 FC:482

40.00 OP
75.00 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.

Stanley W. Sokoloff
Name of Person Signing

[Signature]
Signature

6/24/98
Date

Total number of pages comprising cover sheet: 1

Our File No. 15650.G004

TRADEMARK
REEL: 1753 FRAME: 0944

ASSIGNMENT

WHEREAS, Francis Coppola, a United States citizen, having a principal address at 1991 St. Helena Highway, Rutherford, California 94573 (hereinafter "Assignor"), has intended to use the following trademarks and has filed the following applications indicating such intention, but has not yet filed allegations of use under §§ 1(c) or 1(d) of the Trademark Act:

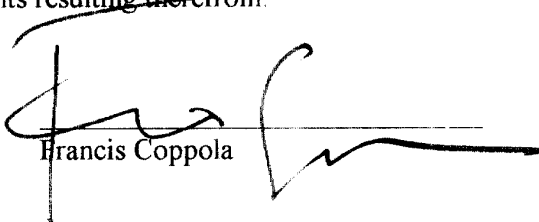
<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
AMERICAN ZOETROPE	75/290467	May 12, 1997
INDEPENDENT FRAME	75/400218	December 4, 1997
INDEPENDENT FRAME	75/400217	December 4, 1997
ZOETROPE ALL STORY	75/437303	February 20, 1998

WHEREAS, Francis Coppola is assigning the mark in the above-identified applications as part of the entire business to which the marks pertain as required by 15 U.S.C. § 1060;

WHEREAS, Francis Coppola and Eleanor Coppola, as trustees for The Coppola Family Trust, u/t/a/ dated January 10, 1990, as amended from time to time, a California trust, having a principal address at 1991 St. Helena Highway, Rutherford, California 94573 (hereinafter "Assignee") are desirous of acquiring said marks and the pending intent-to-use applications.

NOW, THEREFORE, Francis Coppola hereby assigns to Assignee all right, title and interest in and to said marks and said intent-to-use applications therefor, together with the goodwill of the business symbolized by said marks and applications to register same, including the right to bring actions for past infringements and to recover for Assignee's sole benefit all damages and settlements resulting therefrom.

Date 6/17/98

By: 
Francis Coppola

29140/0806
GSG/137115.1

RECORDED: 06/29/1998

TRADEMARK
REEL: 1753 FRAME: 0945