

12-02-1998



COVER SHEET
ONLY

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

1. Name of conveying party(ies):
Montrose Corporation
2400 West Alameda Avenue
Burbank, California 91521

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other MRD 11-23-98

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

2. Name and address of receiving party(ies):

Name: DISNEY ENTERPRISES, INC.

Internal Address: _____

Street Address: 500 South Buena Vista Street

City: Burbank State: CA ZIP: 91521

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: November 10, 1998

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

A. Trademark Application No.(s)
75/549,865
75/554,761

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: THE WALT DISNEY COMPANY

Internal Address: Attn: Mei-lan Stark, Esq.

Street Address: 500 South Buena Vista Street

City: Burbank State: CA ZIP: 91521

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-0130

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

12/01/1998 DNGUYEN 00000046 75549865

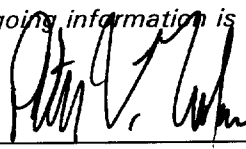
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01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.

Peter F. Nolan
Sr. Vice President - Asst. Gen. Counsel
Name of Person Signing


Signature

Nov. 16, 1998
Date

Total number of pages comprising cover sheet: 1

ASSIGNMENT

WHEREAS, Montrose Corporation, a Delaware corporation, located and doing business at 2400 West Alameda Avenue, Burbank, California 91521 ("Montrose") is the owner of the trademarks and service marks GO NETWORK and GO NETWORK & Design which appear in Exhibit A annexed hereto (the "Marks"), and numerous trademark applications therefor throughout the world listed in Schedule I annexed hereto (the "Applications"), and the domain name "gonetwork.com" which was registered with Network Solutions, Inc. ("NSI") on approximately February 9, 1997 by Montrose's predecessor Go Network (the "Domain Name"); and

WHEREAS, Disney Enterprises, Inc., a Delaware corporation, located and doing business at 500 South Buena Vista Street, Burbank, California 91521 ("DEI"), is desirous of acquiring all rights, title and interest in and to said Marks, Applications and Domain Name along with the business associated therewith;


NOW, THEREFORE, in consideration of payment of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Montrose does hereby assign unto DEI all rights, title and interest in and to said Marks and Applications and any registrations which issue therefrom, and Domain Name, together with the goodwill of the business connected with and symbolized by said Marks, Applications and Domain Name and all rights of action and claims for past infringements thereof.

Montrose further promises to execute and deliver to DEI all other documents reasonably requested by DEI to perfect and vest in DEI all of Montrose's rights, title and interest in and to said Marks and Domain Name.

This Agreement shall be binding in all respects upon the parties hereto, their subsidiaries, related companies, officers, directors, stockholders, successors, assigns, employees, agents and all parties in privity with or claiming under them.

This Agreement expresses the entire understanding between the parties concerning the subject matter, and may not be modified except by written instrument signed by all parties.

IN WITNESS WHEREOF, Montrose executes this Assignment as of this 10th day of November, 1998.



MONTROSE CORPORATION
By: David K. Thompson
Title: Vice President

EXHIBIT A

GO NETWORK



Network

SCHEDULE I

Country	Trademark	Application No.
Australia	GO NETWORK GO NETWORK & Device	772.326 772.928
Benelux	GO NETWORK & Device GO NETWORK	922847 922555
Brazil	GO NETWORK GO NETWORK GO NETWORK & Device GO NETWORK & Device	820.911.488 820.911.496 820.912.026 820.912.034
Canada	GO NETWORK GO NETWORK & Device	889.477 889.673
Denmark	GO NETWORK GO NETWORK & Device	3813/1998 3892/1998
European Community	GO NETWORK GO NETWORK & Device	Filing particulars not yet received Filing particulars not yet received
Finland	GO NETWORK GO NETWORK & Device	T199802965 T199803006
France	GO NETWORK GO NETWORK & Device	98/748.389 98/749.680
Germany	GO NETWORK GO NETWORK & Device	Filing particulars not yet received Filing particulars not yet received
Hong Kong	GO NETWORK GO NETWORK GO NETWORK GO NETWORK & Device GO NETWORK & Device GO NETWORK & Device	Filing particulars not yet received 98 12954 Filing particulars not yet received Filing particulars not yet received 98 12953 Filing particulars not yet received
Italy	GO NETWORK GO NETWORK & Device	MI98C008665 MI98C008791
Japan	GO NETWORK GO NETWORK & Device	10-079.074 10-079.075
Norway	GO NETWORK GO NETWORK & Device	Filing particulars not yet received 199808164

SCHEDULE I (Continued)

Country	Trademark	Application No.
Spain	GO NETWORK	2.183.552
	GO NETWORK & Device	2.183.545
	GO NETWORK	2.183.553
	GO NETWORK & Device	2.183.546
Sweden	GO NETWORK	Filing particulars not yet received
	GO NETWORK & Device	Filing particulars not yet received
Taiwan	GO NETWORK	87.044.000
	GO NETWORK	87.044.001
	GO NETWORK & Device	87.045.538
	GO NETWORK & Device	87.045.539
United Kingdom	GO NETWORK	2.176.578
	GO NETWORK & Device	2.176.895
United States of America	GO NETWORK	75.549.865
	GO NETWORK & Device	75.554.761