

05-24-1999

COVER SHEET
ONLY



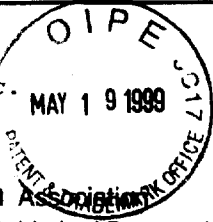
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To the Honorable Commissi

101043079

Record the attached original documents or copy thereof.

MKO 5-19-99



1. Name of conveying party(ies):

Spelling Entertainment Inc.

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

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

2. Name and address of receiving party(ies)

Name: Torand Productions Inc.

Internal Address: _____

Street Address: 5700 Wilshire Boulevard

City: Los Angeles State: CA ZIP: 90036

- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 18, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,866,475

Additional numbers attached? Yes No

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

Name: Pepper Starobin
PARAMOUNT PICTURES CORPORATION

Internal Address: _____

Street Address: 5555 Melrose Avenue,

City: Los Angeles State: CA ZIP: 90038

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-0259

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

05/21/1999 DNGUYEN 00000148 160259 1866475
FC:481 40.00 CH

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.

Pepper Starobin
Name of Person Signing

Pepper Starobin
Signature

5/3/99
Date

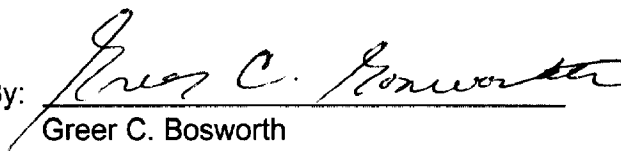
Total number of pages including cover sheet, attachments, and document: 4

ASSIGNMENT

WHEREAS, Spelling Entertainment Inc., a Delaware corporation having a principle place of business at 5700 Wilshire Boulevard, Los Angeles, California 90036, has adopted, used and is using the BEVERLY HILLS 90210 & Design registered with the United States Patent and Trademark Office under Registration No. 1,866,475 and dated December 6, 1994;

WHEREAS, Torand Productions Inc., a Delaware corporation having a principal place of business at 5700 Wilshire Boulevard, Los Angeles, California 90036, ("Assignee"), desires to acquire the trademark;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, the entire right, title and interest, whether statutory or at common law, in and to the said trademark, together with the goodwill of the business symbolized by it and the above identified registration thereof.

By: 
Greer C. Bosworth
Assistant Secretary

Dated: MARCH 18, 1999

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

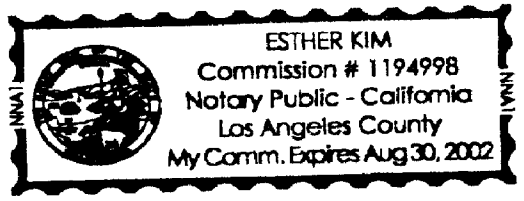
County of Los Angeles } ss.

On 3-18-99, before me, Esther Kim, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Greer C. Bosworth
Name(s) of Signer(s)

personally known to me
 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

[Signature]
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document
Title or Type of Document: Assignment

Document Date: 3-18-99 Number of Pages: 1

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: Greer C. Bosworth
 Individual
 Corporate Officer — Title(s): Asst. Secretary
 Partner — Limited General
 Attorney in Fact
 Trustee
 Guardian or Conservator
 Other: _____

Signer Is Representing: SEI

