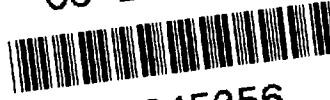


RE
T

05-26-1999



101045356

5.12.99

Tab settings

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

1. Name of conveying party(ies):

Pay-Per-View Network, Inc.
909 Third Avenue
New York, NY 10022

- Individual(s)
- General Partnership
- Corporation-State - Delaware
- Other
- Association
- Limited Partnership

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

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

Name: PPVN Holding Company

Internal Address: 909 Third Avenue

Street Address: _____

City: New York State: NY ZIP: 10022

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

Execution Date: November 18, 1998

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

A. Trademark Application No.(s)



B. Trademark registration No.(s)

05-12-1999

See Attached

U.S. Patent & TMO/TM Mail Rcpt Dt. #70

Additional numbers attached? Yes No

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

Name: Alfred M. Randolph, Jr.

Internal Address: Kaufman & Canoles

Street Address: One Commercial Place

Suite 2000

City: Norfolk State: VA ZIP: 23510

6. Total number of applications and registrations involved: _____

20

7. Total fee (37 CFR 3.41):..... \$ 515.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

DO NOT USE THIS SPACE

05/25/1999 MTHAI1 00000124 1879693

01 FO:481 40.00 DP
02 FO:482 475.00 DP

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.

Alfred M. Randolph, Jr.
Name of Person Signing

Alfred M. Randolph
Signature

5-5-99
Date

Total number of pages comprising cover sheet: _____

4

TRADEMARK

LIST OF REGISTERED MARKS

Mark	Registration #/ Serial #	Date Filed/Granted	Country of Registration
PAY PER VIEW CHOICES	1,879,693	02/21/95	United States
HOT CHOICE	1,796,117	09/28/93	United States
HOT CHOICE DESIGN	1,878,022	02/07/95	United States
LIVE AND LEARN	2,075,923	07/01/97	United States
CLOCK DESIGN	1,799,733	10/19/93	United States
PAY PER VIEW PULSE	1,691,441	06/09/92	United States
PAY PER VIEW PULSE & DESIGN	1,703,164	07/28/92	United States
VIEWER'S CHOICE, Class 41	1,316,177	01/22/85	United States
VIEWER'S CHOICE, Class 38	1,798,205	10/12/93	United States
VIEWER'S CHOICE, Class 35	1,137,518	07/01/80	United States
VIEWERS CHOICE & DESIGN	1,799,735	10/19/93	United States
VIEWER'S CHOICE AND DESIGN WITH ONE CLOCK	1,852,630	09/06/94	United States
VIEWER'S CHOICE AND DESIGN WITH THREE CLOCKS	1,798,270	10/12/93	United States
VIEWER'S CHOICE EVENT HOTLINE	1,906,809	07/18/95	United States
THE PAY-PER-VIEW DOUBLE TAKE AND DESIGN	1,908,730	08/01/95	United States
PLAY-PER VIEW	1,940,657	12/12/95	United States
VIEWER'S CHOICE & DESIGN (Ten Years of PPV Partnership)	2,023,787	12/17/96	United States

VIEWER'S CHOICE & DESIGN (Ten Years of PPV Partnership)	2,010,304	10/22/96	United States
HOLLYWOOD MARQUEE	2,081,385	07/22/97	United States
PAY-PER-VIEW DOUBLE TAKE	2,142,744	03/10/98	United States

#544296 v1

ASSIGNMENT, BILL OF SALE AND ASSUMPTION AGREEMENT

ASSIGNMENT, BILL OF SALE AND ASSUMPTION AGREEMENT dated as of November 25, 1998, between PAY-PER-VIEW NETWORK, INC., a Delaware corporation ("Transferor") and PPVN HOLDING COMPANY, a Delaware corporation ("Stockholder").

WITNESSETH:

WHEREAS, Stockholder is the sole stockholder of Transferor;

WHEREAS, pursuant to a Plan of Complete Liquidation and Dissolution of Transferor, Transferor is hereby distributing all assets of Transferor to Stockholder as provided herein, and Stockholder is assuming all liabilities in respect thereof.

NOW, THEREFORE, in consideration of the foregoing, the parties hereto agree as follows:

1. Assignment and Bill of Sale. Transferor hereby distributes, assigns, transfers, conveys and delivers to Stockholder, and Stockholder hereby receives, acquires and accepts, all the right, title and interest of Transferor in, to and under, all the business, rights, properties, assets and goodwill of Transferor on the date hereof, of whatever nature, real, personal and mixed, tangible and intangible, wherever located.

2. Assumption of Liabilities. Purchaser hereby assumes and agrees to pay, perform and discharge when due, from and after the date hereof, all of the debts, obligations and liabilities of Transferor on the date hereof.

3. Governing Law. This Assignment, Bill of Sale and Assumption Agreement shall be governed by and construed in accordance with the laws of the State of Delaware applicable to agreements made and to be performed entirely within such state, without regard to the conflict of law principles of such state.

IN WITNESS WHEREOF, each party hereto has caused this Assignment, Bill of Sale and Assumption Agreement to be duly executed by its duly authorized officer as of the date first above written.

PAY-PER-VIEW NETWORK, INC.,

by

Samuel L. Yates
Name: Samuel L. Yates
Title: S: VP/Treasurer

PPVN HOLDING COMPANY,

by

Sandra E. Landon
Name: Sandra E. Landon
Title: Vice President and Secretary

[NYCORP3:555303.8:4556A:09/11/98--4:31p]-