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FORM PTO-1584 RECORDA

07-08-1999

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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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):
ITC ENTERTAINMENT GROUP LIMITED

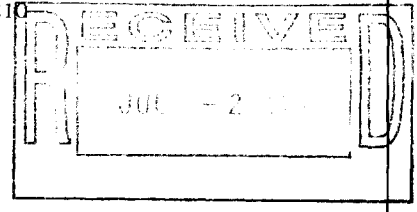
Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other:
Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies):
Name: POLYGRAM TELEVISION LLC
Address: 9333 Wilshire Boulevard
Beverly Hills, CA 90210

Individual(s) Citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other: Limited Liability Company

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(s) attached: Yes No



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
Effective Date: May 7, 1999

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

A. Trademark Application No.(s) 75/538,404 75/138,373 75/526,828 75/530,260 75/525,677 75/530,335	B. Trademark Registration No.(s)
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Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: James E. Rosini, Esq.
Address: KENYON & KENYON
One Broadway
New York, New York 10004

6. Total number of applications and registrations involved:
6

7. Total fee (37 C.F.R. 3.41)165..... \$
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 11-0600

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.

Jean E. Pelkowski
Name of Person Signing

Jean E. Pelkowski
Signature

6/28/98
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
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Washington DC 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0605-0011), Washington, D.C. 20503

07/07/1999 MTHALZ 00000298 110600 75538404

01 FC:481 40.00 CH
02 FC:482 125.00 CH

TRADEMARK
REEL: 001924 FRAME: 0246

THIS ASSIGNMENT is made the ^{7th} May 1999

BETWEEN

- (1) **ITC ENTERTAINMENT GROUP LIMITED** of 1 Sussex Place, London, W6 9XS, UK
(the "Assignor")
- (2) **POLYGRAM TELEVISION LLC** of 9333 Wilshire Boulevard, Beverly Hills, CA, 90210, USA
(the "Assignee")

WHEREAS:

- (A) The Assignor is the registered proprietor of the registered trade marks and applicant for registration of the trade mark applications details of which are set out in the Schedule hereto (the "Trade Marks").
- (B) The Assignor has agreed to assign the Trade Marks to the Assignee.

NOW IT IS HEREBY AGREED as follows:

1. ASSIGNMENT

In consideration of the payment of £1 (receipt of which is hereby acknowledged), the Assignor hereby assigns to the Assignee with full title guarantee all its right, title and interest in and to the Trade Marks together with all goodwill attaching to such Trade Marks (but no other or greater goodwill) including all rights, privileges and advantages thereto including without limitation, the right to take proceedings and recover damages and obtain all other remedies in respect of past infringements thereof to hold unto the Assignee absolutely.

2. FURTHER ASSURANCES

The Assignor shall execute such further documents and do such further things (at the Assignee's expense) as the Assignee may reasonably request from time to time by way of further assurance to give effect to the assignment set out in Clause 1 above.

3. GOVERNING LAW

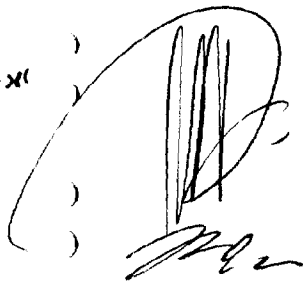
This Assignment shall be governed by and construed in accordance with English law and the parties hereby submit to the exclusive jurisdiction of the English Courts in relation to all matters arising out of this Assignment.

4. CERTIFICATE OF VALUE

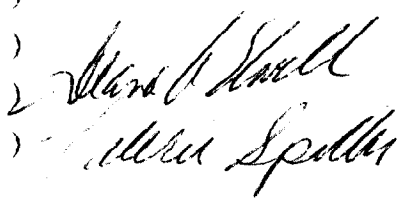
It is hereby certified that this transaction does not form part of a larger transaction or series of transactions in respect of which the amount or value or the aggregate amount or value of the consideration involved exceeds sixty thousand pounds sterling (£60,000).

IN WITNESS WHEREOF this Assignment has been executed by or on behalf of the parties hereto on the date first above written.

SIGNED by *John G. Hancock*)
General Counsel)
for and on behalf of)
ITC ENTERTAINMENT)
GROUP LIMITED)
in the presence of: *Roger Kaplan*)



SIGNED by *Deann Elwell, EVP*)
for and on behalf of)
POLYGRAM TELEVISION LLC)
in the presence of: *Valerie Spiller*)



SCHEDULE

Country	Trade Mark	Classes	App. No.	App. Date	Reg. No.	Reg. Date	Status	Owner
United States	PRIZZI'S MONEY	41	538404	16 June 1994			Pending Application	ITC ENTERTAINMENT GROUP LTD.
United States	PRIZZI'S GLORY	41	526828	17 May 1994			Pending Application	ITC ENTERTAINMENT GROUP LTD.
United States	PRIZZI'S FAMILY	41	525677	17 May 1994			Pending Application	ITC ENTERTAINMENT GROUP LTD.
United States	BEACH PATROL THE SERIES & DESIGNS	9	138,373	23 July 1996			Allowed	ITC ENTERTAINMENT GROUP LTD.
United States	PRIZZI'S FAMILY	41	530,260	4 August 1998			Pending	ITC ENTERTAINMENT GROUP LTD.
United States	PRIZZI'S GLORY	41	530,335	4 August 1998			Pending	ITC ENTERTAINMENT GROUP LTD.

ALDS/S8152.0

DATED *May 7* 1999

ITC ENTERTAINMENT GROUP LIMITED

and

POLYGRAM TELEVISION LLC

TRADE MARK ASSIGNMENT

**THEODORE
GODDARD**

London