

08-10-1999



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The Honor
and record

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emarks:
thereof.

08-04-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #99

1. Name of party(ies) conveying an interest:

THE BOX WORLDWIDE, INC.
1221 Collins Avenue
Miami Beach, Florida 33139

Entity:

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

2. Name and Address of Party(ies) receiving an interest:

Name: THE BOX WORLDWIDE, LLC

Internal Address:

Street Address: 1221 Collins Avenue

City: Miami Beach

State: Florida Zip: 33139

Entity:

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other
- Citizenship

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

75/031205
75/510460

B. Trademark Registration No.(s)

1,780,899	1,787,636	1,838,507
1,903,062	1,980,473	2,002,340
2,004,197	2,040,120	2,054,432
2,211,943		

8.4.99

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

Name: Eugene V. Handy, Jr.

Internal Address:

Street Address: Post Office Box 52

City: Sparkill

State: New York Zip: 10976

6. Number of applications and registrations involved:

12

7. Amount of fee enclosed or authorized to be charged:

\$315.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

10/1999 BCOATES 00000083 75031205

DO NOT USE THIS SPACE

FC:481	40.00 OP
FC:482	275.00 OP

9. Date of execution of attached document August 3, 1999

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:

August 4, 1999

Date

Eugene V. Handy, Jr.

Signature

Name of Person Signing



08-04-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #39

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

DEED OF ASSIGNMENT

THIS ASSIGNMENT is made this 3rd day of August, 1999 between THE BOX WORLDWIDE, INC., a Florida corporation having its principal place of business at 1221 Collins Avenue, Miami Beach, Florida 33139, hereinafter "Assignor", and THE BOX WORLDWIDE, LLC, a Delaware limited liability company having its principal place of business at 1221 Collins Avenue, Miami Beach, Florida 33139, hereinafter "Assignee".

WHEREAS, the Assignor has adopted and used in the United States of America the trademarks and service marks listed in the Schedule set forth herein and is the owner of the registrations for said marks as set forth in said Schedule; and,

WHEREAS, the Assignee desires to acquire all of Assignor's rights in and to said trademarks and service marks and the entire good will symbolized and represented thereby.

NOW THEREFORE, in consideration of ten (\$10.00) dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, THE BOX WORLDWIDE, INC., hereby assigns, transfers and conveys to THE BOX WORLDWIDE, LLC all rights, title and interest in and to the trademarks and service marks and the registrations therefor identified below, together with the good will of the business symbolized thereby and with the right to sue for past infringements thereof and to recover damages and profits and all other remedies for past infringements thereof.

SCHEDULE OF TRADEMARKS AND SERVICE MARKS

THE BOX

Registration No. 1,780,899
July 6, 1993

THE BOX and Design

Registration No. 1,787,636
August 10, 1993

MUSIC TELEVISION YOU CONTROL

Registration No. 1,838,507
May 31, 1994

THE BOX and Design and SLOGAN

Registration No. 1,903,062
July 4, 1995

Xposure and Design

Registration No. 1,980,473
Registered June 18, 1996

BIG PHAT ONES and Design

Registration No. 2,002,340
Registered September 24, 1996

BOXTUNES and Design

Registration No. 2,004,197
Registered October 1, 1996

THE BOX and Design

Registration No. 2,040,120
Registered February 25, 1997

THE BOX WORLDWIDE and Design

Registration No. 2,054,432
Registered April 22, 1997

THE BOX and Design

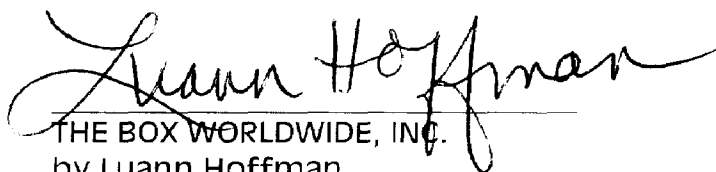
Registration No. 2,211,943
Registered December 15, 1998

BOXTALK and Design

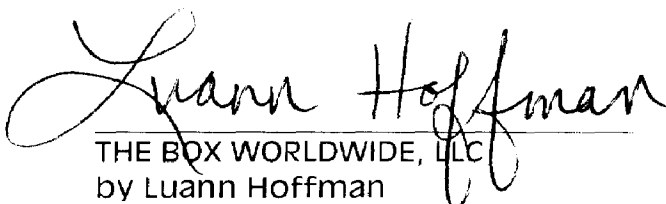
Application Serial No. 75/031205
Filed December 11, 1995

THE BOX MUSIC NETWORK and Design

Application Serial No. 75/510460
Filed June 26, 1998



THE BOX WORLDWIDE, INC.
by Luann Hoffman
Executive Vice President and
Chief Operating Officer




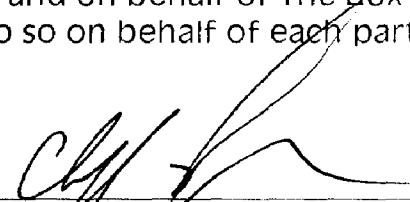
THE BOX WORLDWIDE, LLC
by Luann Hoffman
Executive Vice President and
Chief Operating Officer

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS.
DADE COUNTY)

On this 3rd day of August, 1999, before me, a Notary Public, appeared Luann Hoffman, known to me to be the Executive Vice President and Chief Operating Officer of The Box Worldwide, Inc. and known to me to be the Executive Vice President and Chief Operating Officer of The Box Worldwide, LLC who acknowledged under oath that she executed the attached Deed of Assignment on behalf of The Box Worldwide, Inc. and on behalf of The Box Worldwide, LLC and that she was authorized to do so on behalf of each party.

 Clifford J. Friedman
My Commission CC751922
Expires July 26, 2002



Notary Public