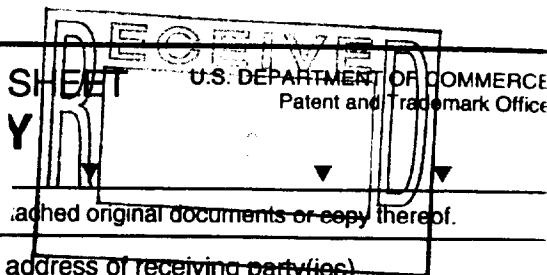


8.13.99 REC

08-20-1999



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To the Honorable Commissioner of P:

1. Name of conveying party(ies):  
*Paramount Pictures Corporation*

2. Name and address of receiving party(ies)

Name: *Artcraft Productions Inc.*

Internal Address:

Street Address: *5555 Melrose Avenue*

City: *Los Angeles* State: *CA* ZIP: *90038*

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State *a Delaware corporation*
- 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

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

3. Nature of conveyance:

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

Execution Date: *August 5, 1999*

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

A. Trademark Application No.(s)

*75/532,821*  
*75/532,822*  
*75/532,823*  
*75/532,824*

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: *Linda L. Swdeen*

Internal Address: *Dressing Room Building 315*

Street Address: *5555 Melrose Avenue*

City: *Los Angeles* State: *CA* ZIP: *90038*

6. Total number of applications and registrations involved: 4

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

- 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)

08/19/1999 DCOATE5 00000143 160259 75532821

DO NOT USE THIS SPACE

01 EC:AA1 40.00 CH  
02 EC:AA2 75.00 CH

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.

*Linda L. Swdeen*

Name of Person Signing

Signature

*August 13, 1999*

Date

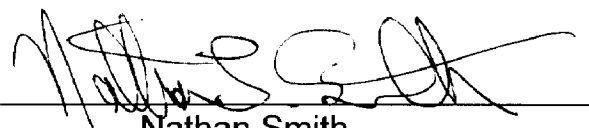
Total number of pages including cover sheet, attachments, and document: 8

TRADEMARK ASSIGNMENT

WHEREAS, Paramount Pictures Corporation, a Delaware corporation having its principle place of business at 5555 Melrose Avenue, Los Angeles, California 90038 ("Assignor") has adopted, used and is using the trademarks shown on the attached Schedule A, which are pending with the United States Patent and Trademark Office (hereinafter collectively the "Trademarks") and;

WHEREAS, Artcraft Productions Inc., a Delaware corporation having its principle place of business at 5555 Melrose Avenue, Los Angeles, California 90038 desires to acquire the Trademarks;

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 Trademarks, together with the goodwill of the business symbolized by it and the above identified application thereof.

By:   
Nathan Smith  
Title: Vice President

Dated: 8/5/99, 1999

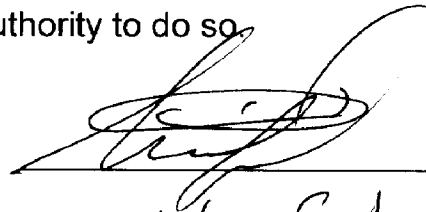
SCHEDULE A

<u>Mark</u>	<u>Application No.</u>	<u>Application Date</u>
ARTCRAFT & Design	75/532,821	August 7, 1998
ARTCRAFT	75/532,822	August 7, 1998
ARTCRAFT & Design	75/532,823	August 7, 1998
ARTCRAFT	75/532,824	August 7, 1999

State of California }

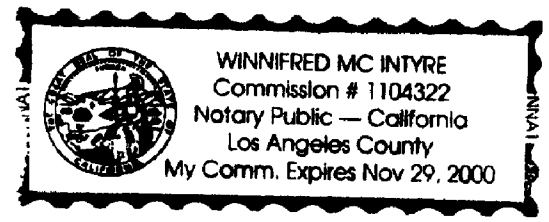
County of Los Angeles }

On this 5<sup>th</sup> day of August, 1999, before me appeared Nathan Smith, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf or on behalf of the identified corporation or other juristic entity with authority to do so.



Name: Winnifred McIntyre

Notary Public



**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

County of Los Angeles

On August 5, 1999 before me, Winifred McIntyre,  
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Nathan Smith,  
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.

*[Handwritten Signature]*  
Signature of Notary Public

**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: Trademark Assignment

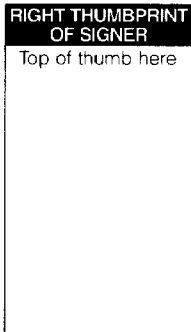
Document Date: August 5, 1999 Number of Pages: 3

Signer(s) Other Than Named Above: none

**Capacity(ies) Claimed by Signer(s)**

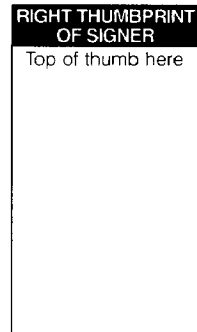
Signer's Name: Same as above Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer  
Title(s): Vice President
- Partner —  Limited  General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing:  
Paramount Pictures

- Individual
- Corporate Officer
- Partner —  Limited  General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing:  
\_\_\_\_\_