

02-08-2000



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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):

Falcon Holding Group, L.P.

12-29-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #25

me and address of receiving party(ies)

me: Charter Communications Holdings
Company, LLC

Postal Address: Suite 400

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

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

Street Address: 12444 Powerscourt Drive
City: St. Louis State: MO ZIP: 63131

- 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
- Merger
- Change of Name

Execution Date: December 27, 1999

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

A. Trademark Application No.(s)

74/696,302
74/696,301
74/695,800

B. Trademark Registration No.(s)

2,110,458 2,111,457
2,110,055 1,756,832
1,758,772 1,758,876
 1,781,377

Additional numbers attached? Yes No

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

Name: Edwin Komen

Internal Address: Cleary & Komen, LLP

Street Address: 600 Pennsylvania Avenue, S.E.

Suite 200

City: Washington State: DC ZIP: 20003

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41).....\$ 315

- 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

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.

Edwin Komen
Name of Person Signing

Signature

December 28, 1999
Date

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

ASSIGNMENT OF SERVICE MARK APPLICATION

THIS AGREEMENT is between Falcon Holding Group, L.P., a Delaware limited partnership (hereinafter "Falcon") and Charter Communications Holdings Company, LLC, a Delaware corporation located at 12444 Powerscourt Drive, Suite 400, St. Louis, Missouri 63131 (hereinafter "Charter");

WHEREAS, Falcon is the owner of record of certain pending service mark applications and registered service marks (hereinafter the "Marks"), as identified in the attached Exhibit A;

WHEREAS, Charter desires to acquire from Falcon all right, title and interest in the Marks, the service mark applications and registrations and the goodwill symbolized by the Marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Falcon assigns to Charter all right, title and interest in the Marks, including the pending applications and registrations of such Marks in the Patent and Trademark Office and the associated goodwill symbolized by the Marks, including all causes of action relating thereto which may have accrued on or before the date of this assignment.

FALCON HOLDING GROUP, L.P.
a Delaware limited partnership by

FALCON HOLDING GROUP, INC.
a California corporation,
its general partner by

By: 

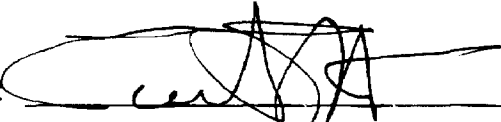
CURTIS S. SHAW
Printed Name

SENIOR VICE PRESIDENT
Corporate Position

Date: 12/27/99

ACCEPTED AND AGREED TO:

CHARTER COMMUNICATIONS HOLDINGS COMPANY, LLC
a Delaware corporation

By:  _____

CURTIS S. SHAW
Printed Name

SENIOR VICE PRESIDENT
Corporate Position

Date: 12/27/99

EXHIBIT A

**YOUR ACCESS TO ENTERTAINMENT, INFORMATION
AND BEYOND: Serial No. 74/696,302**

**FALCON YOUR ACCESS TO ENTERTAINMENT, INFORMATION
AND BEYOND: Serial No. 74/696,301**

FALCON: Serial No. 74/695,800

FALCON & Design: Serial No. 74/696,303

**FALCON YOUR ACCESS TO ENTERTAINMENT, INFORMATION
AND BEYOND: Reg. No. 2,110,054**

**YOUR ACCESS TO ENTERTAINMENT, INFORMATION
AND BEYOND: Reg. No. 2,111,458**

FALCON: Reg. No. 2,111,457

FALCON & Design: Reg. No. 2,110,055

FALCON CABLE FOCUS & Design: Reg. No. 1,756,832

FALCON CABLE TV & Design: Reg. No. 1,758,772

VALUEPAC: Reg. No. 1,758,876

PRIME TIME PICKS & Design: Reg. No. 1,781,377

CLEARY & KOMEN, LLP

SUITE 200

600 PENNSYLVANIA AVENUE, S.E.

WASHINGTON, D. C. 20003-4316

J. MICHAEL CLEARY

EDWIN KOMEN

SCOTT J. MAJOR

TELEPHONE (202) 675-4700

TELECOPIER (202) 675-4716

E-MAIL: ck4iplaw@aol.com

December 28, 1999

Commissioner of Patents & Trademarks
Patent and Trademark Office
Washington, D.C.

Dear Sir:

Enclosed for recordation is an Assignment dated December 27, 1999 from Falcon Holding Group, L.P. to Charter Communications Holdings Company, LLC relating to various pending and registered marks as described in Exhibit A of the Assignment.

I am also enclosing a check made payable to the Commissioner of Patents and Trademarks in the amount of \$315 to cover the recordation fees. Please charge any additional fees against the deposit account of this firm, No. 02-4500.

Please return the recorded document to the undersigned.

Sincerely yours,


Edwin Komen

EK:jbs

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US PATENT &
TRADEMARK OFFICE
TRADEMARK FEE PROCESS.
RECEIVED