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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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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):

DREAM QUEST IMAGES, INC.
2635 Park Center Drive
Simi Valley, California 93065-6212

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

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

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

Name: DISNEY ENTERPRISES, INC.

Internal Address: _____

Street Address: 500 South Buena Vista Street

City: Burbank State: CA ZIP: 91521

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 Merger
 Security Agreement Change of Name
 Other: Corrected assignment: Corrects name of assignee. Old assignment previously recorded at **REEL/FRAME: 1810/0527.**

Execution Date: October 19, 1999

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

1,751,644

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

Name: THE WALT DISNEY COMPANY

Internal Address: Attn: Mei-lan Stark, Esq.

Street Address: 500 South Buena Vista Street

City: Burbank State: CA ZIP: 91521

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-0130

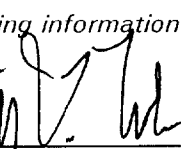
(Attach duplicate copy of this page if paying by deposit account)

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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.

Peter F. Nolan
 Sr. Vice President - Asst. Gen. Counsel
 Name of Person Signing


 Signature

January 3, 2000
 Date

Total number of pages comprising cover sheet: 1

TRADEMARK
REEL: 002041 FRAME: 0947

ASSIGNMENT

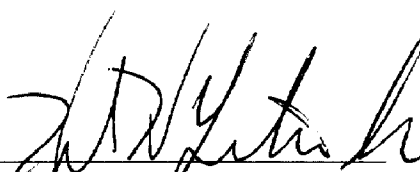
WHEREAS, DREAM QUEST IMAGES, INC., a corporation organized and existing under the laws of the State of California, located and doing business at 2635 Park Center Drive, Simi Valley, California 93065 ("Assignor") is the sole and exclusive owner of the service mark DREAM QUEST IMAGES ("the Mark") and of U.S. Trademark Registration Number 1.751.644 for said mark ("the Registration");

WHEREAS Disney Enterprises, Inc., a corporation organized and existing under the laws of the State of Delaware, located and doing business at 500 South Buena Vista Street, Burbank, California 91521 ("the Assignee") is desirous of acquiring all right, title and interest in and to the Mark and the Registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor does hereby assign and transfer unto the Assignee all right, title, and interest in and to the Mark and Registration together with the goodwill of the business symbolized by the Mark and the Registration. Said assignment and transfer is deemed effective as of April 11, 1996.

IN WITNESS WHEREOF, DREAM QUEST IMAGES, INC. has caused this Assignment to be executed by its duly authorized officer this 19 day of October, 1999.

DREAM QUEST IMAGES, INC.



Hoyt H. Yeaman, Jr.
Executive Vice President