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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



04-12-2000



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

04/12/2000 DNGUYEN 00000037 1799785

01 FC:481 40.00 OP
02 FC:482 50.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002049 FRAME: 0225

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Adam D. Resnick

3/3/00

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT (this "Assignment"), dated as of the 21st day of January, 2000, is made by American Distribution, Inc., ("Assignor"), a corporation organized under the laws of the Commonwealth of Virginia having its principal place of business at 1966 Greenspring Drive, Suite 300, Timonium, Maryland 21093 in favor of Fandom, Inc., a corporation organized under the laws of the State of Delaware having its principal place of business at 1520 2nd Street, Suite 2, Santa Monica, California 90401 ("Assignee").

WHEREAS, Assignor has adopted and has used in its business certain trademarks, service marks and trade names, including, without limitation, those trademarks, service marks and trade names listed on Exhibit A hereto (the "Marks"); and

WHEREAS, except for the trademark "Another Universe" and any design or logo trademarks in connection therewith, Assignor wishes to transfer and assign all rights, title and interest in and to the Marks in connection with that certain Asset Purchase Agreement, dated as of December 22, 1999, by and between Assignor and Assignee.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby agrees as follows:

1. Assignment of Marks. Assignor hereby irrevocably sells, grants, conveys, assigns and sets over to Assignee, its successors and assigns, without any reservation of rights, all of its right, title and interest in and to the Marks and registrations and applications thereof, together with the goodwill of the business symbolized thereby, and all actions and causes of action and rights to damages and profits, due or accrued, relating to the foregoing.

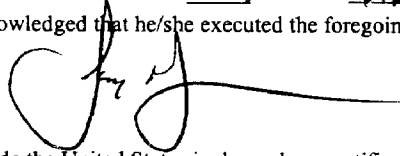
(signature appears on following page)

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the date first above written.

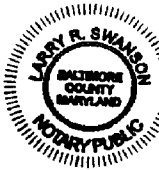
ASSIGNOR
American Distribution, Inc.

By: Charles Parker
Name: CHARLES PARKER
Title: Vice President

For prima facie proof of execution in the United States. Notary: On this 21 day of January, 2000 personally appeared the person above named, and executed or acknowledged that he/she executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.



Prima facie proof of execution outside the United States is shown by a certificate issued by a U.S. diplomatic or consular officer or by a person authorized to administer oaths whose authority is proved by certificate.



Larry R. Swanson, Notary Public
Baltimore County
State of Maryland
My Commission Expires Jan. 1, 2003

Exhibit A

Marks to be Assigned

United States Trademarks:

1. Mark: ETM (and Design)
Registration No.: 1799785
International Class: 42
Registration Date: October 19, 1993
Owner: American Distribution, Inc.
2. Mark: Entertainment This Month (and Design)
Registration No.: 1799784
International Class: 42
Registration Date: October 19, 1993
Owner: American Distribution, Inc.
3. Mark: American Entertainment (and Design)
Registration No.: 1958188
International Class: 42
Registration Date: February 27, 1996
Owner: American Distribution, Inc.

Foreign Trademarks:

1. Mark: Entertainment This Month & Design
Country: Canada
Registration No.: TMA428956
International Class: 42
Registration Date: June 17, 1994
Owner: American Distribution, Inc.
2. Mark: American Entertainment & Design
Country: Canada
Registration No.: TMA428957
International Class: 42
Registration Date: June 17, 1994
Owner: American Distribution, Inc.

3. Mark: American Entertainment (and Design)
Country: Germany
Registration No.: 2048695
International Class: 9; 16; 28
Registration Date: November 4, 1993
Owner: American Distribution, Inc.
4. Mark: American Entertainment (and Design)
Country: United Kingdom
Registration No.: 1515881
International Class: 16
Registration Date: May 10, 1996
Owner: American Distribution, Inc.
5. Mark: Entertainment This Month (and Design)
Country: Japan
Registration No.: 4-329619
Registration Date: October 5, 1995
Owner: American Distribution, Inc.