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FORM 1-31-8

U.S. Patent & TMOtc/TM Mail RcptDt. #34

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please return the enclosed original documents or copy thereof.

1. Name of conveying party(ies):

Viewer's Choice, L.L.C.
909 Third Avenue
New York, NY 10022

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware limited liability company
- Association
- Limited Partnership

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

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

Name: In Demand, L.L.C.

Internal Address: 345 Hudson Street

Street Address: _____

City: New York State: NY ZIP: 10014

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware limited liability company

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 12, 1999

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

A. Trademark Application No.(s)

See Attached

B. Trademark registration No.(s)

See Attached

1879693

Additional numbers attached? Yes No

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

Name: Alfred M. Randolph, Jr.

Internal Address: _____

Kaufman & Canoles

Street Address: One Commercial Place

Suite 2000

City: Norfolk State: VA ZIP: 23510

6. Total number of applications and registrations involved: _____

24

7. Total fee (37 CFR 3.41):..... \$ 615.00

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

07/20/2000 MTHA11 00000053 1879693

01 EC:481
02 EC:AB2

40.00 OP
575.00 OP

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.

Alfred M. Randolph, Jr.

Name of Person Signing

Alfred M. Randolph

Signature

June 7, 2000

Date

Total number of pages comprising cover sheet: _____

5

TRADEMARK

REEL: 002105 FRAME: 0012

LIST OF REGISTERED MARKS

Mark	Registration #/ Serial #	Date Filed/Granted	Country of Registration
PAY PER VIEW CHOICES	1,879,693	02/21/95	United States
HOT CHOICE	1,796,117	09/28/93	United States
HOT CHOICE DESIGN	1,878,022	02/07/95	United States
LIVE AND LEARN	2,075,923	07/01/97	United States
PAY PER VIEW PULSE	1,691,441	06/09/92	United States
PAY PER VIEW PULSE & DESIGN	1,703,164	07/28/92	United States
VIEWER'S CHOICE, Class 41	1,316,177	01/22/85	United States
VIEWER'S CHOICE, Class 38	1,798,205	10/12/93	United States
VIEWER'S CHOICE, Class 35	1,137,518	07/01/80	United States
VIEWERS CHOICE & DESIGN	1,799,735	10/19/93	United States
VIEWER'S CHOICE EVENT HOTLINE	1,906,809	07/18/95	United States
THE PAY-PER-VIEW DOUBLE TAKE AND DESIGN	1,908,730	08/01/95	United States
PLAY-PER VIEW	1,940,657	12/12/95	United States
VIEWER'S CHOICE & DESIGN (Ten Years of PPV Partnership)	2,023,787	12/17/96	United States
VIEWER'S CHOICE & DESIGN (Ten Years of PPV Partnership)	2,010,304	10/22/96	United States
HOLLYWOOD MARQUEE	2,081,385	07/22/97	United States
PAY-PER-VIEW DOUBLE TAKE	2,142,744	03/10/98	United States

IN DEMAND, Class 38	75/633880	03/19/99	United States
IN DEMAND, Class 41	75/663663	03/19/99	United States
I.D. MOVIES, Class 38	75/708107	05/18/99	United States
I.D. MOVIES, Class 41	75/708110	05/18/99	United States
GO IN	75/866577	12/08/99	United States
GOING IN	75/866586	12/08/99	United States
YOU RULE	75/866578	12/08/99	United States

#544296 v1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VIEWER'S CHOICE L.L.C.", CHANGING ITS NAME FROM "VIEWER'S CHOICE L.L.C." TO "IN DEMAND L.L.C.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRD DAY OF JANUARY, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0155066

DATE:

12-21-99

12/23/99 THU 12:00 [TX/RX NO 95201

TRADEMARK
REEL: 002105 FRAME: 0015

TO: DELAWARE DEPARTMENT OF STATE

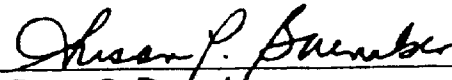
**CERTIFICATE OF AMENDMENT
OF
VIEWER'S CHOICE L.L.C.**

1. The name of the limited liability company is:

Viewer's Choice L.L.C.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the limited liability company is In Demand L.L.C.
3. The Certificate of Amendment shall be effective on: January 3, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Viewer's Choice L.L.C. this 10th day of December, 1999.



Susan P. Barnabeo
Senior Vice President
Business Affairs and General Counsel/
Authorized Officer

#580664 v1

TOTAL P.03

12/23/99 THU 12:00 [TX/RX NO 9520]

RECORDED: 06/23/2000

TRADEMARK
REEL: 002105 FRAME: 0016