

08-02-2000

U.S. Department of Commerce
Patent and Trademark Office



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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):
 KEVIN B. EASTMAN
 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: ADELAIDE PRODUCTIONS, INC.
 Address: 9050 W. WASHINGTON BOULEVARD
 CULVER CITY, CALIFORNIA, USA
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- 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 _____
 Execution Date: 6/16/2000

4. Application number(s) or registration number(s):
 A. Trademark Application No. 75/252204
 Additional numbers attached? ___ Yes No

B. Trademark Registration No.(s)
 Additional numbers attached? ___ Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Lynn S. Fruchter
 Cowan, Liebowitz & Latman, P.C.
 1133 Avenue of the Americas
 New York, NY 10036-6799

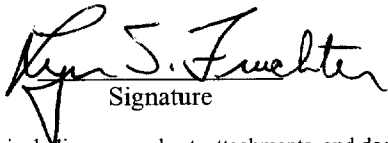
6. Total number of applications and registrations involved:
 1

7. Total fee (37 CFR 3.41)..... \$40.00 *E*
 Enclosed
 Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415
 (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.

 Lynn S. Fruchter
 Name of Person Signing

 Signature

 June 22, 2000
 Date
 Total number of pages including cover sheet, attachments, and document: 2

Mail to: U.S. Patent & Trademark Office, Office of Public Records, Crystal Gateway 4, Rm. 335, Washington, D.C. 20231

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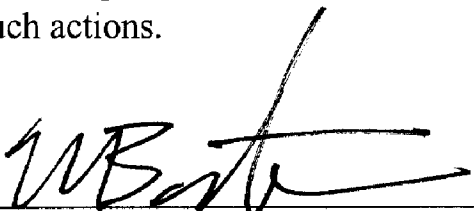
TRADEMARK
REEL: 002113 FRAME: 0644

TRADEMARK ASSIGNMENT

WHEREAS, Kevin B. Eastman, a United States citizen, whose address is 320 Riverside Drive, Northampton, Massachusetts, 01060, ("Assignor") is the owner of U.S. Application No. 75/252204, dated March 7, 1997; for the Trademark UNDERWHERE, and;

WHEREAS, Adelaide Productions, Inc., a corporation organized and existing under the laws of Delaware, located at 9050 W. Washington Boulevard, Culver City, California, U.S.A. ("Assignee") is desirous of acquiring that mark;

NOW, THEREFORE, for good and valuable consideration, receipt which is hereby acknowledged, Assignor does hereby assign unto Assignee, all of Assignor's right, title and interest in and to that mark, worldwide, together with the portion of Assignor's business to which the mark pertains, as well as the goodwill of the business symbolized by it, and any and all applications for it and registrations of it, as well as the right to file and prosecute applications to register that mark and the right to take legal actions against infringements occurring either before or after the date of this assignment and to collect and retain all monetary and other benefits derived from such actions.



Kevin B. Eastman

Dated: 6/16/2000