FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 08-24-2000



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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	Conveyance Type			
New	X Assignment License			
Resubmission (Non-Recordation) Document ID # 101328259	Security Agreement Nunc Pro Tunc Assignment Effective Date Month Day Year			
Correction of PTO Error Reel # Frame #	Change of Name			
Corrective Document Reel # Frame #	Other			
Conveying Party Mark if additional names of conveying parties attached Execution Date				
Name Astra Entertainment Group, LLC 02 28 2000				
Formerly				
Individual General Partnership Limited Partnership Corporation Association				
X Other Limited Liability Company				
X Citizenship/State of Incorporation/Organization Delaware				
Receiving Party Mark if additional names of receiving parties attached				
Name Spyglass Entertainment Group LP				
DBA/AKA/TA				
Composed of				
Address (line 1) 500 South Buena Vista Street, Mail Code 1855				
Address (line 2)				
Address (line 3) Burbank	California 91521			
Individual General Partnership	State/Country Zip Code Limited Partnership If document to be recorded is an assignment and the receiving party is			
Corporation Association Association appointment of ado mestic				
Other	representative should be attached. (Designation must be a separate document from Assignment.)			
X Citizenship/State of Incorporation/Organization Delaware				
000 DNGUYEN 00000127 201500 75540021 FOR OFFICE USE ONLY				
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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 (0551-0027), 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.

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TRADEMARK REEL: 002124 FRAME: 0748

U.S. Department of Commerce

Patent and Trademark Office

TRADEMARK

FORM PTO- Expires 06/30/99 OMB 0651-0027	1618B Page 2	2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK	
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Correspondent Name and Address Area Code and Telephone Number 310-728-3250				
Name Peter M. Eichler, Esq.				
Address (line 1)	Troop Steuber Pasich Reddick & Tol	œy, IIP		
Address (line 2) 2029 Century Park East, 24th Floor				
Address (line 3)	Los Angeles, CA 90067			
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Pages	Enter the total number of pages of the attacincluding any attachments.	hed conveyance document	# 2	
Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached				
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	demark Application Number(s)	Registration Num	nber(s)	
75540021				
Number of Properties Enter the total number of properties involved. #				

Fee Amount for Properties Listed (37 CFR 3.41): Fee Amount \$ Amount Due Enclosed Deposit Account X Method of Payment: **Deposit Account** (Enter for payment by deposit account or if additional fees can be charged to the account.) 20-1500 Deposit Account Number: No Authorization to charge additional fees: Yes 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. 7/24/2000 Peter M. Eichler Name of Person Signing Signature **Date Signed**

> **TRADEMARK REEL: 002124 FRAME: 0749**

ASSIGNMENT OF INTENT TO USE APPLICATION

WHEREAS, Astra Entertainment Group, LLC, a corporation organized under the laws of the State Delaware, U.S.A., located at 500 South Buena Vista Street, Mail Code 1855, Burbank, California, 91521 U.S.A., has intended to use the mark SPYGLASS (hereinafter "Trademark") in commerce and has filed an application, now assigned Serial No. 75/540,021, indicating that intention, but has not yet filed allegations of use under Sections 1(c) or 1(d) of the Trademark Act, 15 U.S.C. §§1051(c), (d),

WHEREAS, SPYGLASS ENTERTAINMENT GROUP LP, a limited partnership organized under the laws of the State of Delaware, located at 500 South Buena Vista Street, Mail Code 1855, Burbank, California 91521, U.S.A., is desirous of acquiring said Trademark and the pending intent-to-use application therefor; and

WHEREAS, SPYGLASS ENTERTAINMENT GROUP LP is a successor to that portion of the business of ASTRA ENTERTAINMENT GROUP, LLC, to which the Trademark pertains as required by Section 10 of the Trademark Act, 15 U.S.C. §1060;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said ASTRA ENTERTAINMENT GROUP, LLC does hereby assign to said SPYGLASS ENTERTAINMENT GROUP LP all right, title and interest in and to the Trademark and the goodwill of business symbolized thereby.

Signed at Burbank, California, U.S.A., this $25^{\frac{11}{2}}$ day of February, 2000.

ASTRA ENTERTAINMENT GROUP, LLC

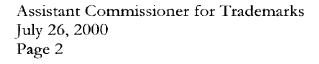
ARY BARBER (Name)

Title

Ctjbsmim/spyglass/usim/spyglass41 assgt.wpd (RCOP STEUBER PASICH REDDICK & TOBEY, LLP

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TRADEMARK
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bcc: Rachel Barry, Accounting Department

TRADEMARK
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