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Expires 06/30/99
OMB 0651-0027

12-01-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101533980

**RECORDATION FORM COVER SHEET
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11-6-00

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

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- New
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Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
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Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

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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 Corporation Association
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002184 FRAME: 0861

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)

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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)

<input type="text" value="75408559"/>	<input type="text" value="74419921"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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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.

Susan L. Heller

Susan L. Heller

October 30, 2000

Name of Person Signing

Signature

Date Signed

EXHIBIT A

FORM OF TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into as of the 12 th day of July, 2000, by and between Michael G. Kaplan, an individual, and Gandalf the Wizard-Clown, Inc., a New York corporation located at 138 Pine Street, Woodmere, New York 11598 ("Assignors"), on the one hand, and the Saul Zaentz Company, Inc. dba Tolkien Enterprises, a Delaware corporation located at 2600 Tenth Street, Berkeley, California 94710 ("Assignee"), on the other hand.

WITNESSETH:

WHEREAS, Assignors have filed the following trademark applications in the United States Patent and Trademark Office (the "Applications") and have adopted, used and are using the trademarks listed therein (the "Marks"):

<u>Application No.</u>	<u>Trademark</u>
74-419,921	GANDALF THE WIZARD-CLOWN
75-408,555	GANDALF THE WIZARD-CLOWN
75-408,556	GANDALF
75-408,559	GANDALF

WHEREAS, Assignors desire to assign to Assignee all of Assignors' right, title and interest in and to the Applications and the Marks in the United States, together with the goodwill associated therewith.

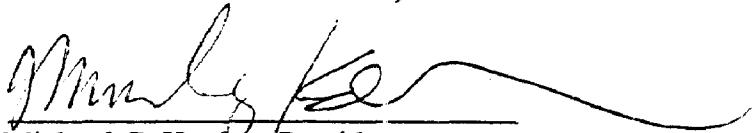
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors assign to Assignee all of their right, title and interest in and to the Marks and the Applications (including, without limitation, the right to sue for past infringements), together with the goodwill symbolized by said Marks.

1. Each Assignor separately represents and warrants to Assignee that it shall not register or seek to register any of the Marks, or any service mark, trademark, trade name or logo which is confusingly similar to any of the Marks, anywhere in the world. The foregoing prohibition shall not apply to the marks contained in trademark application No. 75-408,560 or Registration No. 2334265 (GANDALF INTEGRATED MARKETING).

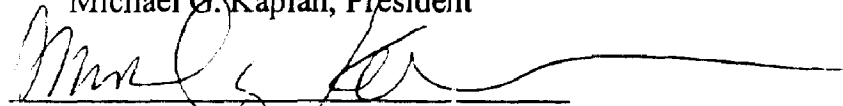
Assignors have caused this Trademark Assignment to be executed and delivered this

12 th day of July, 2000.

GANDALF THE WIZARD-CLOWN, INC.

By: 

Michael G. Kaplan, President



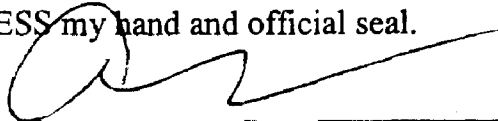
MICHAEL G. KAPLAN

STATE OF NEW YORK)

COUNTY OF New York)

On this 12 day of July, 2000, before me, the undersigned Notary Public, personally appeared Michael G. Kaplan, personally known to me proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Signature of notary

My Commission Expires: _____

ARNOLD D. HERZ
NOTARY PUBLIC, State of New York
No. 31-5000015
Qualified in New York County
Commission Expires August 3, ~~19~~ 2000

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as First Class Mail, with sufficient postage, in an envelope addressed to BOX ASSIGNMENTS, FEE, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, on:

Date of Mailing: October 30, 2000

Printed Name of Depositor: Malia Abril

Signature of Depositor: *Malia Abril*

Date of Signing: October 30, 2000