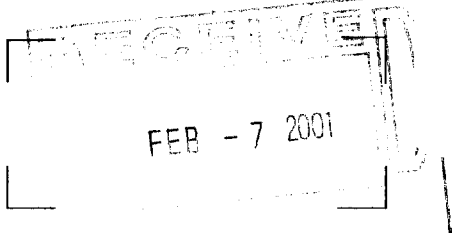


FORM PTO-1618A  
Expires 6/30/99  
OMB 0651-0027

*Low  
used  
2-7-01*



02-15-2001



101615207

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

#### Conveying Party

Mark if additional names of conveying parties attached

Name Overseas Filmgroup, Inc. Execution Date  
Month Day Year  
11/15/2000

Formerly \_\_\_\_\_

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

#### Receiving Party

Mark if additional names of receiving parties attached

Name First Look Media, Inc.

DBA/AKATA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) \_\_\_\_\_

Address (line 2) 8800 Sunset Boulevard

Address (line 3) Los Angeles California 90069  
City State/Country Zip Code

- Individual
- Corporation
- Other \_\_\_\_\_
- General Partnership
- Association
- 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.)
- Citizenship/State of Incorporation/Organization Delaware

#### FOR OFFICE USE ONLY

02/15/2001 GT0N11 00000045 75834788

01 FC:481 40.00 OP

02 FC:482 275.00 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 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: 002236 FRAME: 0044**

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)

FEB - 7 2001

Correspondent Name and Address

Area Code and Telephone Number

212-407-4861

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.

#

1

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

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

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75834788"/>	<input type="text" value="76135289"/>	<input type="text" value="76135292"/>	<input type="text" value="1964921"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75834789"/>	<input type="text" value="76135290"/>	<input type="text" value="76158724"/>	<input type="text" value="2178631"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75834793"/>	<input type="text" value="76135291"/>	<input type="text" value="76158723"/>	<input type="text" value="2375358"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

12

Fee Amount

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

\$315.00

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.

James R. Guerette  
Name of Person Signing

*James R. Guerette*  
Signature

2/7/01  
Date Signed

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
OVERSEAS FILMGROUP, INC.**

-----  
**Pursuant to Section 242 of the  
General Corporation Law of Delaware**  
-----

The undersigned Chief Financial Officer, Chief Operating Officer and Secretary of Overseas Filmgroup, Inc. ("Corporation") DOES HEREBY CERTIFY:

**FIRST:** The name of the Corporation is Overseas Filmgroup, Inc.

**SECOND:** The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article FIRST in its entirety and by substituting the following new Article FIRST in lieu thereof:

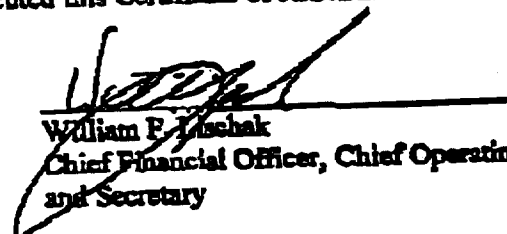
"FIRST. The name of the corporation (hereinafter called the "Corporation") is First Look Media, Inc."

**THIRD:** The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting the first sentence of Article FOURTH and by substituting the following new first sentence to Article FOURTH in lieu thereof:

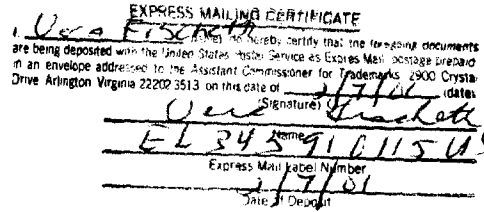
"FOURTH. The aggregate number of shares of capital stock of the Corporation (referred to herein as "Shares") which the Corporation shall have authority to issue is 60,000,000 Shares, of which 50,000,000 will be common stock having a par value of \$0.001 per share (the "Common Stock") and 10,000,000 will be series preferred stock having a par value of \$0.001 per share (the "Series Preferred Stock")."

**FOURTH:** The foregoing amendments to the Restated Certificate of Incorporation were duly approved by the Corporation's Board of Directors in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and thereafter was duly adopted by the affirmative vote of the holders of a majority of the outstanding voting stock of the Corporation at a stockholders meeting in accordance with the provisions of Sections 222 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have executed this Certificate of Amendment this 15<sup>th</sup> day of November, 2000.

  
William F. Tschak  
Chief Financial Officer, Chief Operating Officer  
and Secretary

Direct Dial: 212-407-4809  
e-mail: azeng@loeb.com



February 7, 2001

EL345910115US

**VIA EXPRESS MAIL**

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Re: Recordation of Assignment of Trademarks

Ladies and Gentlemen:

Enclosed please find the following documents relating to the trademark applications and registrations listed below that are owned by Overseas Filmgroup, Inc.:

1. a Recordation Form Cover Sheet of Trademarks being filed to record the change of the name of the owner of federal trademark applications, Serial Nos. 75/834,788; 75/834,789; 75/834,793; 76/135,289; 76/135,290; 76/135,291; 76/135,292; 76/158,724 and 76/158,723, and the federal registrations, Registration Nos. 1,964,921; 2,178,631 and 2,375,358, from Overseas Filmgroup, Inc. to First Look Media, Inc.;
2. a copy of a Certificate of Amendment of the Restated Certificate of Incorporation of Overseas Filmgroup, Inc. dated November 15, 2000, which confirms the name change of Overseas Filmgroup, Inc. to First Look Media, Inc.; and
3. a check in the amount of \$315.00 made payable to the Commissioner of Patents and Trademarks for payment of the applicable filing fees.

Upon receipt of these documents, please record the assignment of the aforementioned trademark applications and registrations.

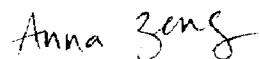
Commissioner of Patents and Trademarks

February 7, 2001

Page 2

Should you have any questions regarding any of the foregoing, please call me at the above-stated number.

Sincerely,



Anna Zeng  
Legal Assistant

JZ:jz  
06744300010  
NY172121.1

Enclosures

cc: Mr. Douglas McClure  
James R. Guerette, Esq.