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

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Conveying Party	Mark if additional names of conveying parties attached Execution Date				
Name Avalon Pictures, Inc.  Formerly	Month Day Year  01 23 2001				
Individual General Partnership Limited Partnership KXX Corporation Association					
Other  XX Citizenship/State of Incorporation/Organization New York					
Receiving Party	Mark if additional names of receiving parties attached				
Name Starz Encore Group LLC					
DBA/AKA/TA					
Composed of					
Address (line 1) 5445 DTC Parkway, Suite 600					
Address (line 2) Englaryand	Colorado 80111 Zip Code				
Address (line 3) Englewood City  General Partnership	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				
Corporation Association	representative should be attached. (Designation must be a separate document from Assignment.)				
XXX Other Limited liability company					
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Mail documents to be recorded with required cover sheet(s) information to:

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Name	Leslie H. Smith, Esquire				
Address (line 1)	Liacouras & Smith, LLP				
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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

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loshe H Snuth Leslie H. Smith Name of Person Signing

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T-680 P.03/03 F-470

## **ASSIGNMENT**

WHEREAS, Avalon Pictures, Inc., a corporation organized and existing under the laws of New York, having a principal office 1235 W Street, N.E., Washington, D.C. 20018 (the "Assignor"), is the owner of all right, title and interest in and to the marks ACTION PAY PER VIEW, U.S. Trademark Registration No. 1,649,835, ACTION & DESIGN, U.S. Trademark Registration No. 2,048,058, and ACTION (hereinafter collectively referred to as the "Marks"), and the goodwill thereof; and

WHEREAS, Starz Encore Group LLC, the successor in interest to Encore Media Corporation, a limited liability company organized and existing under the laws of Colorado, having a principal office at 5445 DTC Parkway, Suite 600, Englewood, Colorado 80111 (the "Assignee"), desires to acquire all right, title and interest in and to the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged. Assignor does hereby grant, assign and set over to Assignee, its successors, assigns and legal representatives, its entire right, title and interest in and to the Marks, throughout the world, together with the goodwill of the business symbolized by the Marks as well as the right to sue for and collect damages for any infringement of the Marks which occurred prior to this Assignment. Assignor acknowledges that no security interests, oppositions or lawsuits have been granted, filed or threatened against the Marks.

Date: JANUARY 23, 2001

RECORDED: 02/23/2001

AVALON PICTURES, INC.

Bv:

Robert L. Johnson, Chairman and CEO

Availate . TM assignment of ACTION PAY FER VIEW + 2 doc

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