

03-21-2001



101642555

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 2-23-01

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
01 23 2001

Conveying Party Mark if additional names of conveying parties attached

Name Avalon Pictures, Inc. Execution Date
Month Day Year
01 23 2001

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

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)

Address (line 3) Englewood Colorado 80111
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other Limited liability company

Citizenship/State of Incorporation/Organization Colorado

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.)

FOR OFFICE USE ONLY

LSE

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)

Address (line 4)

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1649835"/>	<input type="text" value="2048058"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Leslie H. Smith
Name of Person Signing

Leslie H. Smith
Signature

2/23/01
Date Signed

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

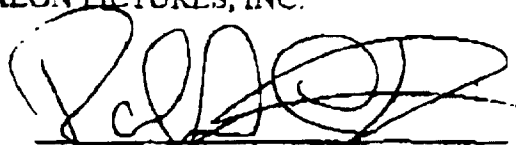
WHEREAS, Starz Encore Group LLC, the successor in interest to Encore Media Corporation, a limited liability company organized and existing under the laws of Colorado, having a principal office at 5445 DTC Parkway, Suite 600, Englewood, Colorado 80111 (the "Assignee"), desires to acquire all right, title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

AVALON PICTURES, INC.

By:



Robert L. Johnson, Chairman and CEO