

03-26-2001

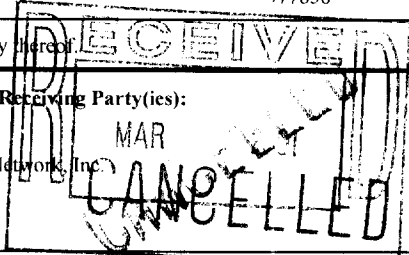
DEPARTMENT OF COMMERCE

977856



To the Honorable Con

attached original documents or copy hereof



1. Name and Add.

Nest Masters, Inc.
6100 Colwell Blvd.
Irving, Texas 75039

101648158

CANCELLED

<input type="checkbox"/>	Individual(s)
<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership
<input type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Corporation -- State: Delaware
<input type="checkbox"/>	Other:
Additional Name(s) of Conveying Party(ies) Attached	

3.6.01

2. Name and Address of Receiving Party(ies):

Family Entertainment Network, Inc.
6100 Colwell Blvd.
Irving, Texas 75039

<input type="checkbox"/>	Individual(s)
<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership
<input type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Corporation -- State: Nevada
<input type="checkbox"/>	Other:
Additional Name(s) of Receiving Party(ies) Attached	
Assignee is not domiciled in the United States, a Domestic Representative Designation is Attached.	

3. Nature of Conveyance:

<input checked="" type="checkbox"/>	Assignment
<input type="checkbox"/>	Security Agreement
<input type="checkbox"/>	Merger
<input type="checkbox"/>	Change of Name
<input type="checkbox"/>	Other:

Execution Date: January 5, 2001

4. Application Number(s) or Registration Number(s):

- A. Trademark Application No.(s)
- B. Trademark Registration No.(s): 1,717,636; 1,643,956; 1,802,479

5. Name and Address of Party to Whom Correspondence Concerning Documents Should Be Mailed:

Kay Lyn Schwartz
Gardere Wynne Sewell LLP
1601 Elm Street, Suite 3000
Dallas, Texas 75201

214-999-4702 - Telephone
214-999-4667 - Facsimile

6. Total Number of Applications and Registrations Involved: 3

7. Total Fee (37 CFR 3.41): \$50.00

<input checked="" type="checkbox"/>	Enclosed
<input type="checkbox"/>	Authorized to be Charged to Deposit Account
<input checked="" type="checkbox"/>	Charge Any Deficiencies to Deposit Account

8. Deposit Account Number: 07-0153

9. Statement and Signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attachment copy is a true copy of the original document.

Kay Lyn Schwartz
Kay Lyn Schwartz, Reg. No. 39,020

March 6, 2001 Date

Certificate of Mailing

I hereby certify that this Recordation Form Cover Sheet, together with the attached Assignment, is being deposited with the U.S. Postal Service as Express Mail to in an envelope addressed to the Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231 on:

March 6, 2001 Date

Cathy Grzesiak

Mail To: Commissioner of Patents and Trademarks,
Box ASSIGNMENTS, Washington, D.C. 20231

Total # of Pages Including This Cover Sheet: 4

TRADEMARK ASSIGNMENT

This Assignment is effective as of March 22, 2000, between Nest Masters, Inc., a corporation of the State of Delaware (hereinafter "ASSIGNOR") and Family Entertainment Network, Inc., a corporation of the State of Nevada (hereinafter "ASSIGNEE").

WHEREAS, ASSIGNOR has adopted, used and is using the trademarks, which are registered in the United States Patent and Trademark Office.

WHEREAS, ASSIGNEE, is desirous of acquiring said trademarks and registrations of Assignor;

NOW, THEREFORE, for good and valuable consideration of one dollar (\$1.00), the receipt of which is hereby acknowledged, said ASSIGNOR does hereby sell, assign and transfer to said ASSIGNEE all right, title and interest in and to all trademarks, services marks and related registrations of Assignee, including, without limitation, those listed on Schedule A attached hereto (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks, and in and to all income, royalties, damages, claims and payments now or hereafter due or payable with respect hereto, and in and to all causes of action in law or in equity for past, present or future infringement of the Trademarks and related registrations, and to all rights corresponding to the foregoing throughout the world.

This Assignment executed at Dallas, Texas, this 8 day of August, 2000.

NEST MASTERS, INC.

By: 

Title: Seldon O. Young, Vice Pres.

MARK	REGISTRATION NO. REGISTRATION DATE
Rich Entertainment	1,643,956 5-7-91
Tesoros Del Cielo	438895 2-6-95
Los Tesoros Del Cielo	438772 2-1-95
El Nacimiento De Jesus	439501 2-15-95
El Nacimiento De Jesus	438278 1-26-95
Nest Entertainment	TMA-470344 2-4-97
Living History Productions	1,802,479 11/02/93
Living History Productions	1,717,636 09/22/92

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