

05-07-2001

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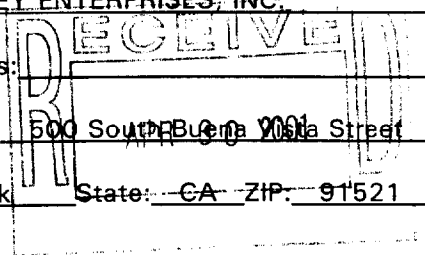
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 STARWAVE CORPORATION  
 13810 S.E. Eastgate Way, Suite 400  
 Bellvue, Washington 98005

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation-State: WASHINGTON  
 Other \_\_\_\_\_

2. Name and address of receiving party(ies):  
 Name: DISNEY ENTERPRISES, INC.  
 Internal Address: \_\_\_\_\_  
 Street Address: 500 South Buena Vista Street  
 City: Burbank State: CA ZIP: 91521

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State: Delaware  
 Other \_\_\_\_\_



Additional name(s) of conveying party(ies) attached?  Yes  No

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from Assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance: 4-25-01

Assignment                       Merger  
 Security Agreement             Change of Name  
 Other \_\_\_\_\_

Execution Date: April 11, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)  
2,082,000  
2,136,099  
2,097,999

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: THE WALT DISNEY COMPANY  
 Internal Address: Attn: Christopher S. Ruhland  
 \_\_\_\_\_  
 Street Address: 500 South Buena Vista Street  
 \_\_\_\_\_  
 City: Burbank State: CA ZIP: 91521-0646

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
23-0130  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.*

Christopher S. Ruhland  
 Attorney for Registrant  
 Name of Person Signing

4/25/01

Signature Date

Total number of pages comprising cover sheet: 1

## ASSIGNMENT OF TRADEMARKS

This Assignment is made as of 4-11-2001, by Registrant, Starwave Corporation, a Washington State Corporation, with an address at 13810 S.E. Eastgate Way, Suite 400, Bellevue, Washington 98005 ("ASSIGNOR"), to DISNEY ENTERPRISES, INC., a Delaware Corporation, with an address at 500 South Buena Vista Street, Burbank, California 91521 ("ASSIGNEE"), and the successor to the portion of Applicant's business to which the marks pertain.

NOW THEREFORE, for and in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby assign, sell, and transfer to ASSIGNEE, its successors and assigns, all right, title and interest in and to the trademark registrations listed in Schedule A ("the Trademarks"), registered in the United States Patent and Trademark Office, together with the goodwill of the business symbolized by and associated with such trademarks.

Assignor hereby authorizes the Commissioner of Patents and Trademarks of the United States of America to issue and record the title of Assignee as owner of all right, title and interest in and to the Trademarks and the registrations thereof, together with all goodwill arising from the use of and symbolized by the Trademarks.

IN WITNESS WHEREOF, ASSIGNOR has executed this Assignment.

STARWAVE CORPORATION

Dated: April 11, 2001

By: *Diane Marx*  
Name: Diane Marx  
Title: Assistant Secretary