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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101758438

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.
Box Assignment, Washington, DC 20231

1. Name of conveying party(ies): MRD
6-14-01
American Movie Classics Company

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Women's Entertainment LLC
 Internal Address: _____
 Street Address: 200 Jericho Quadrangle
 City Jericho State NY ZIP 11753-2704

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other a Delaware limited liability company

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 5, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark registration No.(s) 1,884,000 & 1,962,836

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
 1155 Avenue of the Americas
 New York, NY 10036

Attn.: Patricia Vega

File No.: 8544-031/032-999

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$ 65.00

Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

06/25/2001 DEYRME 00000026 161150 1884000

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 Statement and signature. 25.00 CH

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.

Jacqueline Lesser
 Name of Person Signing Reg. No.

Jacqueline Lesser
 Signature

June 14, 2001
 Date

Total number of pages comprising cover sheet: 4

SCHEDULE A

TRADEMARK

REG. NO.

REG. DATE

ROMANCE CLASSICS

1,884,000

MARCH 14, 1995

ROMANCE CLASSICS

1,962,836

MARCH 19, 1996

NY2 - 1172767.1

TRADEMARK
REEL: 002318 FRAME: 0420

ASSIGNMENT

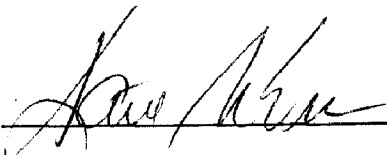
WHEREAS, AMERICAN MOVIE CLASSICS COMPANY , a New York general partnership, with a principal place of business at 200 Jericho Quadrangle, Jericho, New York 11753-2704 (“Assignor”), is the owner of the trademark(s) and registration(s) thereof in the United States Patent and Trademark Office as set forth in **Schedule A** attached hereto together with the goodwill of the business connected with and symbolized by said trademarks; and

WHEREAS, WOMEN’S ENTERTAINMENT LLC , a Delaware Limited Liability Company, with a principal place of business at 200 Jericho Quadrangle, Jericho, New York 11753-2704, United States of America (“Assignee”), is desirous of acquiring said trademark(s) and registration(s) thereof together with the goodwill of the business connected with and symbolized by said trademark(s);

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor, AMERICAN MOVIE CLASSICS COMPANY , does hereby sell and assign unto the Assignee, WOMEN’S ENTERTAINMENT LLC all right, title and interest in and to said trademark(s) and registration(s) thereof as set forth in **Schedule A** attached hereto, together with the goodwill of the business connected with and symbolized by said trademark(s) and together with all the rights for recovery, damages and profits for past infringements, if any.

IN WITNESS WHEREOF, the Assignor, AMERICAN MOVIE CLASSICS COMPANY, has caused this instrument to be executed by its duly authorized corporate officer this 5th day of June, 2001.

AMERICAN MOVIE CLASSICS COMPANY

By:  _____

Name: Katie McEnroe

Title: President

NY2 - 1172767.1