

10-18-2001



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FORM PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (Exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE
U.S. PATENT AND TRADEMARK OFFICE

Attorney Docket No.: 112813-3018

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

1. Name of conveying party(ies):

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

10/05/01

___ Individual(s) ___ Association
___ General Partnership ___ Limited Partnership
X Corporation-State: Nevada
___ Other _____

Additional name(s) of conveying party(ies) attached? ___ yes X no

2. Name and Address of receiving party(ies):

NestFamily, LLC
6100 Colwell Blvd.
Irving, TX 75039

___ Individual(s) Citizenship _____
___ Association _____
___ General Partnership _____
___ Limited Partnership _____
___ Corporation- _____
X Other: Texas limited liability company

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) and address(es) attached? ___ yes X no

3. Nature of Conveyance:

X Assignment ___ Merger
___ Security Agreement ___ Change of Name
___ Other:

Execution Date: August 8, 2000

Additional numbers attached? ___ Yes X No

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

A, Trademark Registration Nos. 1,802,479 and 1,717,636

B. Trademark Registration No.(s)

Additional numbers attached? ___ Yes X No

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

Name: Kay Lyn Schwartz
Gardere Wynne Sewell LLP
Address: 1601 Elm Street, Suite 3000
City: Dallas
State: Texas Zip: 75201-4761

6. Total number of applications and registrations involved: 2

7. Total Fee (37 CFR 3.41).....\$40.00

X Enclosed
Authorized to charge to deposit account.

8. Deposit Account No: 07-0153
(Attach duplicate copy 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.

Kay Lyn Schwartz
Printed Name of Person Signing

Kay Lyn Schwartz
Signature

10/02/01
Date

Total Number of Pages Including Cover Sheet, Attachments and Document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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TRADEMARK
REEL: 002384 FRAME: 0166

TRADEMARK ASSIGNMENT

This Assignment is effective as of March 30, 2001, between Family Entertainment Network, Inc., a Nevada corporation (hereinafter "ASSIGNOR") and NestFamily, LLC, a Texas limited liability company (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;

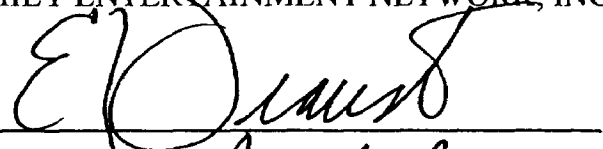

NOW, THEREFORE, for good and valuable consideration of one dollar (\$1.00), the receipt of which is hereby acknowledged, said ASSIGNOR does hereby sell, assign and transfer to said ASSIGNEE all right, title and interest in and to all trademarks, services marks and related registrations of Assignor, including, 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 30th day of March, 2001.

FAMILY ENTERTAINMENT NETWORK, INC.

By: _____

Title: _____

MARK	REGISTRATION NO. REGISTRATION DATE
Rich Entertainment	1,643,956 5-7-91
Los 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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