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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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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):

VDI MultiMedia, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: April 19, 2001

2. Name and address of receiving party(ies)

Name: Point.360, Inc.

Internal Address: 7083 Hollywood Blvd.

Street Address: P.O. Box 1830

City: Hollywood State: CA Zip: 90028

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

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

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

A. Trademark Application No.(s) 76/233,700; 76/233,425; 76/233,952; 76/233,951; 76/233,433

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Wen Liu

Internal Address: LIU & LIU LLP

Street Address: 811 W. 7th Street, Suite 1100

City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41) \$ 140.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

501288

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9. Signature.

WEN LIU

Name of Person Signing

Signature

December 27, 2001

Date

Total number of pages including cover sheet, attachments, and document: 2

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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ENDORSED - FILED
in the office of the Secretary of State
of the State of California

APR 24 2001

BILL JONES, Secretary of State

CERTIFICATE OF OWNERSHIP

Alan R. Steel hereby certifies that:

1. He is the duly elected and acting Executive Vice President and Chief Financial Officer of VDI Multimedia, a California corporation.
2. VDI Multimedia owns 100% of the outstanding shares of Point.360, a California corporation.
3. The Board of Directors of VDI Multimedia has duly adopted the following resolutions by unanimous written consent:


RESOLVED, that VDI Multimedia merge Point.360, its wholly-owned subsidiary corporation, into itself and assume all of its obligations pursuant to Section 1110 of the California Corporations Code.

RESOLVED, that Article I of the Articles of Incorporation of VDI Multimedia be amended to read in its entirety as follows:

"ARTICLE I.

The name of this corporation is Point.360."

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge, and that this certificate was executed in Los Angeles, California on April 19, 2001.


 Alan R. Steel, Executive Vice President/
 Chief Financial Officer



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