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

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

1. Name of conveying party(ies): Marvel Characters, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State - Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: POW! Entertainment LLC Internal Address: 2400 Broadway St., No. 3048 Street Address: Santa Monica CA 90404-3061 City: State: Zip: [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [X] Other 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) & address(es) attached? [] Yes [X] No

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: December 3, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/566,298 B. Trademark Registration No.(s) Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Arthur M. Lieberman, Esq. Internal Address: Lieberman & Nowak, LLC Street Address: 350 Fifth Avenue 74th Floor City: New York State: NY Zip: 10118

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$40.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number:

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9. Signature. Arthur M. Lieberman, Esq. Name of Person Signing Signature Date 12/19/2001

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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TRADEMARK REEL: 002430 FRAME: 0314

ASSIGNMENT

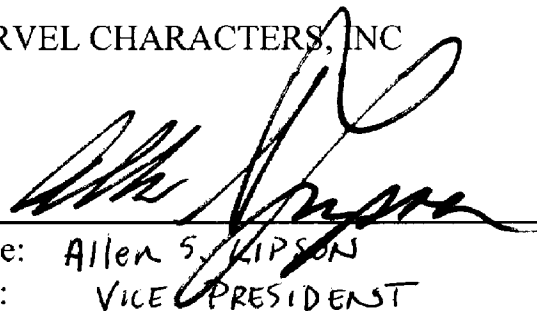
Whereas MARVEL CHARACTERS, INC., a corporation of the State of Delaware with offices at 10880 Wilshire Boulevard, Los Angeles, CA 90024, has intended to use the trademark EXCELSIOR, Serial No. 75/566,298 filed October 6, 1998 in interstate commerce and has filed an application with the United States Patent and Trademark Office based on its bona fide intent to use such mark in commerce, but has not yet filed a Statement of Use of the marks under Section 1(c) or 1(d) of the Trademark Act,

Whereas POW! ENTERTAINMENT, LLC, a limited liability company organized under the laws of the State of Delaware with offices at Attention: Stan Lee, 2400 Broadway Street, No. 3048, Santa Monica, CA 90404-3061, is desirous of acquiring said mark and the business and good will associated therewith, and any registration which might issue thereon,

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said MARVEL CHARACTERS, INC. does hereby assign unto the said POW! ENTERTAINMENT, LLC all right, title and interest in and to the mark in the above-identified application, as required by 15 U.S.C. §1060.

MARVEL CHARACTERS, INC

By



Name: Allen S. KIPSON

Title: VICE PRESIDENT

Dated: 12 / 3 , 2001