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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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): FOX FAMILY PROPERTIES, INC. 3-6-02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other DELAWARE
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: ABC FAMILY PROPERTIES, INC.
Internal Address:
Street Address: 10960 WILSHIRE BOULEVARD
City: LOS ANGELES State: CA Zip: 90024
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 11/2/2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) SEE ATTACHED SCHEDULE "A"
B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE "B"
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: ATTN: MANAGER, TRADEMARKS
Internal Address: INTELLECTUAL PROPERTY DEPARTMENT THE WALT DISNEY COMPANY
Street Address: 500 SOUTH BUENA VISTA STREET
City: BURBANK State: CA Zip: 91521-0643

6. Total number of applications and registrations involved: 98
7. Total fee (37 CFR 3.41): \$ 2,465.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 50-0722 (Please charge deficient fees, if any).

DO NOT USE THIS SPACE

9. Signature: Edith Serna-Tapia Name of Person Signing
Signature Date 2/25/2002

Total number of pages including cover sheet, attachments, and document: 7

03/20/2002 LMUELLER 00000015 500722 75716748
01 FC:481 40.00 CH
02 FC:482 2425.00 CH

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

TRADEMARK REEL: 002462 FRAME: 0437

SCHEDULE "A"

TRADEMARK APPLICATIONS

Trademark	Cl.	Appl. No.	App. Date
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ANAKONDA	28	75/716,742	05/28/1999
ANIME INVASION	38	78/013,723	06/21/2000
ANIME INVASION	41	78/013,728	06/21/2000
ART PARTY	9	75/590,725	11/18/1998
ART PARTY	16	75/591,434	11/18/1998
ART PARTY	18	75/590,729	11/18/1998
ART PARTY	25	75/599,146	11/18/1998
ART PARTY	28	75/590,732	11/18/1998
ART PARTY	41	75/599,143	11/18/1998
BOOT CAMP	41	78/017,324	07/18/2000
BRINGING UP BOYS	41	75/736,543	06/22/1999
CHARGER	25	75/716,736	05/28/1999
COLLECTOR, THE	16	75/716,734	05/28/1999
COLLECTOR, THE	25	75/717,108	05/28/1999
COLLECTOR, THE	28	75/716,726	05/28/1999
FASTEX	16	75/716,737	05/28/1999
FASTEX	25	75/716,739	05/28/1999
FASTEX	28	75/717,682	05/28/1999
FRONT ROW CENTER	41	78/005,822	04/26/2000
FRONT ROW CENTER	9	78/005,821	04/26/2000
GUIDING GIRLS	41	75/736,340	06/22/1999
HEIST	41	78/017,323	07/18/2000
HI-FI ROOM, THE	41	76/092,084	07/19/2000
INSIDE THE COMPETITION	41	78/031,170	10/18/2000
JACK'S JUMPER	28	76/074,992	06/21/2000
JACK'S SCOUT GLIDER	28	76/075,285	06/21/2000
KIDS FROM ROOM 402, THE	9	75/598,459	11/30/1998
KIDS FROM ROOM 402, THE	16	75/598,460	11/30/1998
KIDS FROM ROOM 402, THE	18	75/598,439	11/30/1998
KIDS FROM ROOM 402, THE	25	75/596,895	11/30/1998
KIDS FROM ROOM 402, THE	28	75/598,462	11/30/1998
KIDS FROM ROOM 402, THE	41	75/596,894	11/30/1998
LOS LUCHADORES	41	78/018,352	07/25/2000
MOOLAH BEACH	9	78/072,195	07/03/2001
MOOLAH BEACH	16	78/072,198	07/03/2001
MOOLAH BEACH	18	78/072,199	07/03/2001
MOOLAH BEACH	25	78/072,211	07/03/2001
MOOLAH BEACH	28	78/072,212	07/03/2001
MOOLAH BEACH	41	78/072,214	07/03/2001
PARANOIA	41	78/019,841	08/04/2000
PARANOIA	9	78/019,842	08/04/2000
PARANOIA	28	78/019,843	08/04/2000
PIGS NEXT DOOR	9	75/689,978	04/21/1999

SCHEDULE "A"

TRADEMARK APPLICATIONS

Trademark	Cl.	Appl. No.	App. Date
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PIGS NEXT DOOR	16	75/689,975	04/21/1999
PIGS NEXT DOOR	25	75/689,154	04/21/1999
PIGS NEXT DOOR	28	75/689,155	04/21/1999
PIGS NEXT DOOR	41	75/689,156	04/21/1999
POUNDER	28	76/074,999	06/21/2000
PRANK ATTACK	41	78/061,715	05/02/2001
RACE AROUND THE WORLD	41	78/017,322	07/18/2000
REAL SCARY STORIES	41	78/030,143	10/11/2000
REXCOR	28	75/717,109	05/28/1999
SCARIEST PLACES ON EARTH	41	78/017,326	07/18/2000
SHINZO	41	78/026,463	09/18/2000
STATE OF GRACE	41	78/032,383	10/25/2000
STUNTS	16	75/717,979	05/28/1999
STUNTS	28	75/717,689	05/28/1999
THUMB WRESTLING FEDERATION	9	75/708,074	05/18/1999
THUMB WRESTLING FEDERATION	16	75/708,144	05/18/1999
THUMB WRESTLING FEDERATION	18	75/708,066	05/18/1999
THUMB WRESTLING FEDERATION	25	75/708,745	05/18/1999
THUMB WRESTLING FEDERATION	28	75/716,579	05/18/1999
THUMB WRESTLING FEDERATION	41	75/708,143	05/18/1999
TOTAL ACCESS 24/7	41	76/213,872	02/21/2001
TURBO LUGE	41	76/075,712	06/20/2000
TWF	41	75/708,741	05/18/1999
W.I.Z.A.R.D.S.	9	78/024,434	09/05/2000
W.I.Z.A.R.D.S.	16	78/024,436	09/05/2000
W.I.Z.A.R.D.S.	18	78/024,438	09/05/2000
W.I.Z.A.R.D.S.	25	78/024,442	09/05/2000
W.I.Z.A.R.D.S.	28	78/024,446	09/05/2000
W.I.Z.A.R.D.S.	41	78/024,447	09/05/2000
WHAT'S WITH ANDY	41	78/026,465	09/18/2000

SCHEDULE "B"

TRADEMARK REGISTRATIONS

Trademark	Cl.	Reg. No.	Reg. Date
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BOYZCHANNEL	41	2,394,422	10/10/2000
BOYZCHANNEL	41	2,363,394	06/27/2000
BOYZCHANNEL	38	2,401,068	10/31/2000
BOYZOPOLIS	41	2,465,013	07/03/2001
C.L.O.D.	28	2,453,305	05/22/2001
COURAGE	41	2,483,448	08/28/2001
FLYING TOPPINGS	9	2,482,515	08/28/2001
FLYING TOPPINGS	41	2,523,542	12/25/2001
GIRLZCHANNEL	41	2,394,421	10/10/2000
GIRLZCHANNEL	41	2,365,417	07/04/2000
GIRLZCHANNEL	38	2,398,794	10/24/2000
GIRLZOPOLIS	41	2,467,090	07/10/2001
HALF BACK	28	2,453,306	05/22/2001
IKIRA	28	2,453,898	05/22/2001
MACHESTRO	28	2,449,928	05/08/2001
MICK	28	2,462,528	06/19/2001
PARENTZ 101	41	2,477,179	08/14/2001
PARENTZCHANNEL.COM	41	2,394,420	10/10/2000
PARENTZCHANNEL.COM	41	2,363,395	06/27/2000
PARENTZCHANNEL.COM	38	2,394,423	10/10/2000
TOXIC TORPEDOS	9	2,416,345	12/26/2000
TOXIC TORPEDOS	41	2,451,565	05/15/2001
WILLY	28	2,480,582	08/21/2001
XYBER 9	28	2,530,281	01/15/2002
XYBER 9 NEW DAWN	28	2,523,100	12/25/2001

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FOX FAMILY PROPERTIES, INC.", CHANGING ITS NAME FROM "FOX FAMILY PROPERTIES, INC." TO "ABC FAMILY PROPERTIES, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2001, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2911121 8100

AUTHENTICATION: 1451104

010581488

DATE: 11-16-01

TRADEMARK
REEL: 002462 FRAME: 0441

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
FOX FAMILY PROPERTIES, INC.**

Fox Family Properties, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, has adopted resolutions setting forth and declaring advisable the following amendments to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Fox Family Properties, Inc., a Delaware corporation (the "Corporation"), which was originally filed with the Secretary of State on June 19, 1998, be, and it hereby is, amended by striking out the corporation title and paragraph FIRST thereof and inserting in lieu thereof the following:

"CERTIFICATE OF INCORPORATION
OF
ABC FAMILY PROPERTIES, INC."

"FIRST: The name of the corporation is ABC Family Properties, Inc."

; and

FURTHER RESOLVED, that the registered office and registered agent for service of process on the Corporation, be, and it hereby is, amended by striking out paragraph SECOND thereof and inserting in lieu thereof the following:

"SECOND: The address of the registered office of the Corporation in the State of Delaware in Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at that address is The Corporation Trust Company."

SECOND: That in lieu of action at an annual or special meeting of stockholders, the stockholders of the Corporation have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Fox Family Properties, Inc., has caused this Certificate to be signed by David K. Thompson, its Vice President and Assistant Secretary, this 2nd day of November, 2001.

FOX FAMILY PROPERTIES, INC.

By:



David K. Thompson

Its:

Vice President and Assistant Secretary