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05-13-2002



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To the Honorable Commissioner of Patent

102086338

original documents or copy thereof.

1. Name of conveying party(ies):

VIACOM INTERNATIONAL INC.
1515 Broadway
New York, NY 10036

5-6-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-DELAWARE
- Other:

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Execution Date: February 7, 2001

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

Name: JUMBO PICTURES, INC.

Internal Address: _____

Street Address: 2400 West Alameda

City: Burbank State: CA ZIP: 91521

- 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)

B. Trademark Registration No.(s)

1,874,426

Additional numbers attached? Yes No

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

Name: THE WALT DISNEY COMPANY

Internal Address: Attn: Barbara J. Quinn, Esq.

Street Address: 500 South Buena Vista Street

City: Burbank State: CA ZIP: 91521

6. Total number of applications and registrations involved:

90
1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-0130

(Attach duplicate copy of this page 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.

Barbara J. Quinn
Attorney for Assignee

Name of Person Signing

Signature

4/25/02

Date

05/13/2002 LMUELLER 00000016 230130 1874426

01 FC-481 40.00 CH

Total number of pages comprising cover sheet:

1

ASSIGNMENT OF TRADEMARKS

WHEREAS, VIACOM INTERNATIONAL INC., a Delaware corporation with its principal place of business at 1515 Broadway, New York, New York 10036 ("VIACOM") has adopted and used certain trademarks, service marks, trade names, logos, designs, and has obtained the registrations and applications identified and listed on the attached Schedule A hereto (collectively, the "MARKS");

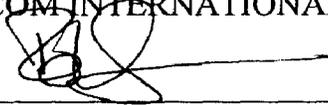
WHEREAS, JUMBO PICTURES, INC., a New York corporation, with its principal place of business at 161 Avenue of the Americas, New York, New York 10013 ("JUMBO"), is desirous of acquiring VIACOM's right, title and interest in and to the MARKS;

NOW, THEREFORE, in consideration of MTV NETWORKS ("MTVN"), a division of VIACOM, and JUMBO entering into that certain letter Agreement dated as of July 20, 1990 (the "Agreement"), which terms are incorporated herein by reference, and other valuable and lawful consideration, the receipt and sufficiency of which are hereby acknowledged, VIACOM, subject to the terms of this Assignment of Trademarks and the Agreement, does hereby assign to JUMBO, its successors and assigns, pursuant to Paragraph 5.5 of the Agreement, all of VIACOM's right, title and interest in and to the MARKS together with the goodwill of the business symbolized by the MARKS throughout the world.

This Assignment of Trademarks is given by VIACOM subject to, and without limitation of, VIACOM's, its successors or assigns, continued enjoyment and exploitation of the full scope of its rights set forth in the Agreement which include, without limitation, VIACOM's continued enjoyment of exclusive ownership of the Pilot and Series episodes (as defined in the Agreement), and its continuing right to use the MARKS in connection with the Pilot and Series Episodes (including the advertising and promotion thereof) in any and all media now known or hereafter developed or discovered.

IN WITNESS WHEREOF, VIACOM has caused this assignment to be executed by its duly authorized officer this 7 day of February, 2001.

VIACOM INTERNATIONAL INC.

By: 

Name: Robin Silverman

Title: Assistant Secretary

SCHEDULE A

Country	Trademark	Class	Last known App. No.	Last known Reg. No.
United States	DOUG STYLIZED	9	74/274141	1874426
		14		
		16		
		21		
		24		
		25		
		26		
		28		
		18		
United States	DOUG STYLIZED	25	74/274139	1,741,450
		41		
Austria	DOUG	16	AM 1463/93	148952
		18		
		25		
		28		
		30		
		35		
		41		
		9		
Benelux	DOUG	16	794988	534653
		18		
		25		
		28		
		30		
		35		
		41		
		9		
Benelux	DOUG	9	799899	
Brazil	DOUG	41.10	818311371	818311371
		41.20		
		41.40		
Brazil	DOUG O ATOLAPO	41.10	818311363	818311363
		41.20		
		41.40		
Canada	DOUG	9	805089	
Denmark	DOUG	9	VA04.310-1993	07491/1993
Denmark	DOUG	16	01.991/93	7376
		18		
		25		
		28		
		30		
		35		
		41		
Finland	DOUG	16	1448/93	130985
		25		
		28		
		38		
		41		
		09		
Finland	DOUG	9	3701/93	134271

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France	DOUG	9	93474778	93474778
France	DOUG	16	93464884	93464884
France	DOUG	18		
France	DOUG	25		
France	DOUG	28		
France	DOUG	30		
France	DOUG	35		
France	DOUG	41		
Great Britain	DOUG	16	1530982	1530982
Great Britain	DOUG	18	1530983	1530983
Great Britain	DOUG	28	1530985	1530985
Great Britain	DOUG	35	1530987	1530987
Great Britain	DOUG	9	1540818	1540818
Great Britain	DOUG	41	1530988	1530988
Great Britain	DOUG	30	1530986	1530986
Great Britain	DOUG	25	1530984	1530984
Greece	DOUG	9	114953	114953
Greece	DOUG	9	114953	114953
Greece	DOUG	16	113418	
Greece	DOUG	18		
Greece	DOUG	25		
Greece	DOUG	28		
Greece	DOUG	30		
Greece	DOUG	35		
Greece	DOUG	41		
Hong Kong	DOUG	9	6886/93	2037/1995
Ireland	DOUG	16	93/1268	157622
Ireland	DOUG	25	93/1270	157624
Ireland	DOUG	30	93/1272	157626
Ireland	DOUG	9	93/2996	157604
Ireland	DOUG	28	93/1271	157625
Ireland	DOUG	18	93/1269	157623
Israel	DOUG	9	89013	88013
Italy	DOUG	16	PM93C001107	660065
Italy	DOUG	18		
Italy	DOUG	25		
Italy	DOUG	28		
Italy	DOUG	30		
Italy	DOUG	35		
Italy	DOUG	41		

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Italy	DOUG	9	RM93C002245	00661418
Japan	DOUG	18	31260/1993	3167580
Japan	DOUG	28	31262/1993	3203315
Japan	DOUG	35	31264/1993	
Japan	DOUG	9	72126/1993	
Japan	DOUG	41	31265/1993	
Japan	DOUG	30	31263/1993	3163323
Japan	DOUG	25	31261/1993	3197646
Japan	DOUG	16	31259/1993	
ICO	DOUG	16	255020	
Mexico	DOUG	28	255007	
Mexico	DOUG	41	255018	
Mexico	DOUG	25	255019	
Mexico	DOUG	9	255021	
Norway	DOUG	16	931457	
		18		
		25		
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		41		
Norway	DOUG	09	933169	164365
Peru	DOUG	9	285531	23945
Peru	DOUG	25	285534	23946
Peru	DOUG	41	285533	7499
Peru	DOUG	28	285532	
Peru	DOUG	16	285535	23947
Portugal	DOUG	16	292067	292067
Portugal	DOUG	25	292069	292069
Portugal	DOUG	30	292071	292071
Portugal	DOUG	41	292073	292073
Portugal	DOUG	9	293676	293676
Portugal	DOUG	35	292072	292072
Portugal	DOUG	28	292070	292070

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Portugal	DOUG	18	292068	292068
Singapore	DOUG	9	S/5114/93	S/5114/93
Spain	DOUG	18	1754319	1754319
Spain	DOUG	28	1754321	1754321
Spain	DOUG	35	1754323	1754323
Spain	DOUG	9	1773400	1773400
Spain	DOUG	41	1754324	1754324
Spain	DOUG	30	1754322	1754322
Spain	DOUG	25	1754320	1754320
Spain	DOUG	16	1754318	1754318
Sweden	DOUG	9	9306294	301025
Sweden	DOUG	16	9302889	301023
		18		
		25		
		28		
		30		
		35		
		41		
Switzerland	DOUG	16	5381/1993.3	414690
		18		
		25		
		28		
		30		
		35		
		41		
Switzerland	DOUG	9	8819/1993.0	414722
Iwan	DOUG	93	82035307	638127
Taiwan	DOUG	72	82036525	626712



The WALT DISNEY Company

Office of Counsel

April 25, 2002

Commissioner of Patents and Trademarks
Box ASSIGNMENTS
Washington, D.C. 20231

**RE: Assignment of Trademark Registration
From VIACOM INTERNATIONAL INC.
Reg. No. 1,874,426
Mark: DOUG (Stylized)**

Dear Sir/Madam:

Enclosed for recordation in the Patent and Trademark Office is an Assignment of the subject registration and a Recordation Cover Sheet. The Commissioner is authorized to charge the requisite fee to Deposit Account No. 23-0130. After recordation of these documents, please return them to the undersigned.

Please acknowledge receipt of these documents by date stamping the enclosed self-addressed, stamped postcard and returning it to me.

Very truly yours,

Barbara J. Quinn

:tgm

Enclosures

Date of Deposit: March 25, 2002

I, Matt O'Hare, do hereby certify that the foregoing documents are being deposited with the United States Postal Service as First Class Mail, postage prepaid, in an envelope addressed to Commissioner of Patents and Trademarks, Box ASSIGNMENTS, Washington, D.C. 20231, on this date of April 25, 2002.