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06-12-2002



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):

Rainbow Program Enterprises

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 13, 2000

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

Name: **Rainbow Media Holdings, Inc.**

Address: **200 Jericho Quadrangle**

City: **Jericho** State: **NY** Zip: **11753-2704**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-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

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

A. Trademark Applications

Mark	Serial No.
06/11/2002 GTON11	00000118 1689317
01 FC:481	40.00 OP

Additional numbers attached? Yes No

B. Trademark Registrations

Mark	Reg. No.
RAINBOW NETWORK COMMUNICATIONS and Design	1,689,317

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

Name: Darby & Darby P.C.

Street Address: Post Office Box 5257

City: New York State: New York Zip: 10150-5257

EXPRESS MAIL CERTIFICATE
Date 6-7-02 Label No. ED1 15767091-US

I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$40

Enclosed

Any exceeding amount is authorized to be charged to deposit account

8. Deposit account number: 04-0100

(Attach duplicate copy of this page if paying by deposit account)

D. DAVIS Signature [Signature]

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.

Name of Person Signing: Amy L. Nelkin

[Signature]
Signature

June 7, 2002
Date

Total number of pages including cover sheet, attachments, and document: 5

3/16/01



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To the Honorable Commissioner of

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1. Name of conveying party(ies):

Rainbow Program Enterprises

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

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

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- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation- 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

MAR 16 2001

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

A. Trademark Applications

EXPRESS MAIL CERTIFICATE

Mark 3/13/01 Label No. EP706723425-US Serial No.

I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

D. Davis
Name (Print)

D. Davis
Signature

Additional numbers attached? Yes No

B. Trademark Registrations

Mark	Reg. No.
RAINBOW PROGRAMMING	1,192,315
RAINBOW	1,722,594
RAINBOW (stylized)	2,088,172
RAINBOW NETWORK COMMUNICATIONS and Design	1,722,594

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

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41):.....\$115

Enclosed

Any exceeding amount is authorized to be charged to deposit account

8. Deposit account number: 04-0100

(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.

Amy L. Nelkin, Esq.

Amy L. Nelkin
Signature

March 13, 2001
Date

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

2

1106/8E892

TRADEMARK ASSIGNMENT

WHEREAS, **Rainbow Program Enterprises**, a limited partnership organized under and by virtue of the laws of the State of New York, and having had a place of business at 150 Crossways Park West, Woodbury, New York 11797, hereinbelow called "Assignor," owned and has used in its business certain trademarks and trademark registrations, namely:

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
RAINBOW PROGRAMMING	1,192,315	March 16, 1982
RAINBOW	1,722,594	October 16, 1992
RAINBOW (stylized)	2,088,172	August 12, 1997
RAINBOW NETWORK COMMUNICATIONS and Design; and	1,689,317	May 16, 1992

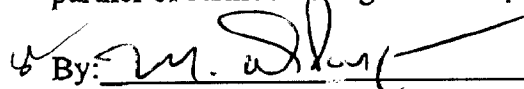
WHEREAS, **Rainbow Media Holdings, Inc.**, a corporation organized and existing under and by virtue of the laws of the State of Delaware, and having a place of business at 200 Jericho Quadrangle, Jericho, New York 11753-2704, hereinbelow called "Assignee," is desirous of acquiring the entire right, title and interest in and to the said trademarks and trademark registrations and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith;

THEREFORE, BE IT KNOWN that for and in consideration of the sum of One Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor did effective January 13, 2000 sell, assign and transfer the entire right, title and interest in and to said trademarks and trademark registrations therefor to said Assignee, its successors or assigns, and does hereby assign said trademarks and trademark registrations therefor and any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof nunc pro tunc as of January 13, 2000.

RAINBOW PROGRAM ENTERPRISES

(by Rainbow Media Holdings, Inc., sole general partner of Rainbow Program Enterprises)

Dated: February 26, 2001

By: 
 Name: MICHAEL DiPASQUALE
 Title: SENIOR VICE PRESIDENT, FINANCE & OPERATIONS
 of Rainbow Media Holdings, Inc.

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