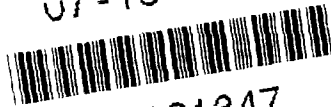


07-19-2002



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Form PTO-1594
(Rev. 03/01)
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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):

Stan Lee Media, Inc.

7-16-02

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

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

3. Nature of conveyance:

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

Execution Date: June 5, 2002

2. Name and address of receiving party(ies)

Name: POW! Entertainment, LLC

Internal

Address: _____

Street Address: 2450 Broadway, Suite 500

City: Santa Monica State: CA Zip: 90404-3061

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- 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 No

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

A. Trademark Application No.(s) _____
See Attached Schedule A

B. Trademark Registration No.(s) 2,456,825

Additional number(s) attached Yes No

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

Name: Arthur M. Lieberman, Esq.

Internal Address: Lieberman & Nowak LLP

Street Address: 350 Fifth Avenue - 74th Floor

City: New York State: NY Zip: 10118

6. Total number of applications and registrations involved: _____

7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

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9. Signature.

James P. Lynn, Esq.
Name of Person Signing

James P. Lynn
Signature

July 10, 2002

Date

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

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

07/18/2002 TBIAZ1 00000032 2456825

01 FC:481
02 FC:482

40.00 DP
150.00 DP

TRADEMARK
REEL: 2545 FRAME: 0803

SCHEDULE A

Serial No. **75/727811** STAN LEE PRESENTS, filed June 14, 1999;

Serial No. **75/924071** STAN LEE PRESENTS, filed February 22, 2000;

Serial No. **75/924072** STANZINE, filed February 22, 2000;

Serial No. **76/013003** STAN'S SOAPBOX, filed March 30, 2000;

Serial No. **76/068706** STAN LEE, filed June 13, 2000;

Serial No. **76/068707** STAN LEE, filed June 13, 2000.

ASSIGNMENT

Whereas STAN LEE MEDIA, INC., a corporation of the State of Delaware, having its principal place of business at 15831 Ventura Boulevard, Suite 675, Encino, California 91436 ("Stan Lee") has intended to use the below-listed trademarks in interstate commerce and has filed applications with the United States Patent and Trademark Office based on its bona fide intent to use such marks in commerce, but has not yet filed allegations of use of the marks under Section 1(c) or 1(d) of the Trademark Act,

STAN LEE PRESENTS, Serial No. 75/727811 filed June 14, 1999;

STAN LEE PRESENTS, Serial No. 75/924071 filed February 22, 2000;

STANZINE, Serial No. 75/924072 filed February 22, 2000;

STAN'S SOAPBOX, Serial No. 76/013003 filed March 30, 2000;

STAN LEE, Serial No. 76/068706 filed June 13, 2000;

STAN LEE, Serial No. 76/068707 filed June 13, 2000.

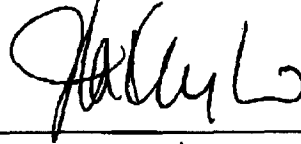
Whereas POW! ENTERTAINMENT, LLC, a limited liability company organized under the laws of the State of Delaware with offices at 2450 Broadway, Suite 500, Santa Monica, CA 90404-3061 ("POW! Entertainment") is desirous of acquiring said marks and the business and good will associated therewith, and any registrations which might issue thereon,

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Stan Lee does hereby assign unto the said POW! Entertainment all right, title

and interest in and to the marks in the above-identified applications, as required by 15 U.S.C.

§1060.

STAN LEE MEDIA, INC.



Dated: June 5, 2002

By: Junko Kibayashi
Title: Executive Representative

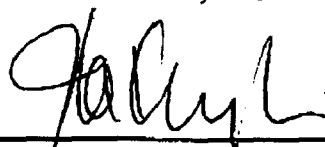
ASSIGNMENT

Whereas STAN LEE MEDIA, INC., a corporation of the State of Delaware, having its principal place of business at 15831 Ventura Boulevard, Suite 675, Encino, California 91436 ("Stan Lee") has adopted, used and is using a mark which registered in the United States Patent and Trademark Office, Registration No. 2,456,825 which issued June 5, 2001 for the trademark STAN 2.0, and

Whereas POW! ENTERTAINMENT, LLC, a limited liability company organized under the laws of the State of Delaware with offices at 2400 Broadway Street, No. 3048, Santa Monica, CA 90404-3061 ("POW! Entertainment") is desirous of acquiring said mark and the registration thereof, and the business and good will associated therewith,

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Stan Lee does hereby assign unto the said POW! Entertainment all right, title and interest in and to the mark, together with the good will of the business symbolized by the mark, and the above identified registration thereof.

STAN LEE MEDIA, INC.



Dated: June 5, 2002

By: Junko Kobayashi
Title: Executive Representative