

12-17-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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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):

11-25-02
Mantra Entertainment, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: November 7, 2002

2. Name and address of receiving party(ies)

Name: Mantra Films, Inc.

Internal

Address: _____

Street Address: 1601 Cloverfield Blvd.

Suite 420 South

City: Santa Monica State: CA Zip: 90404

- ☐ 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) 76/310147,
 76/431444 76/427548
 76/427545 76/306922

B. Trademark Registration No.(s)

Additional number(s) attached ☐ Yes ☒ No

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

Name: Peter Eichler

Internal Address: _____

6. Total number of applications and registrations involved: _____

5

7. Total fee (37 CFR 3.41).....\$ 140.00

- ☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

501796

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

12/16/2002 TDIAZ1 00000045 501796 76310147

01 FC:0521 40.00 CH
 02 FC:0522 100.00 CH

Street Address: 1901 Ave. of the Stars
 Suite 700

City: Los Angeles State: CA Zip: 90067

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.

Peter Eichler
 Name of Person Signing

Signature

Date

11/20/02

Total number of pages including cover sheet, attachments, and document: 11

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

TRADEMARK
 REEL: 002634 FRAME: 0212

ASSIGNMENT

WHEREAS, Mantra Entertainment, Inc., a company with an address of P.O. Box 150, Hollywood, California 90078, ("the Assignor) has intended to use, has filed for registration, has adopted, has used and/or has registered in the United States the Trademarks set forth on the attached Schedule;

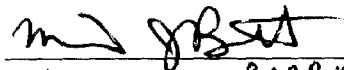
WHEREAS, Mantra Films, Inc., a company with an address 1601 Cloverfield Blvd., Suite 420 South, Santa Monica, California 90404, (the "Assignee"), is desirous of acquiring said marks; and the registration thereof;

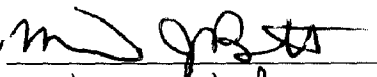
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Mantra Entertainment, Inc., does hereby assign unto said Mantra Films, Inc., all right, title and interest in the trademarks, together with the goodwill of the business symbolized by said trademarks.

Signed at Los Angeles, California, this 7th day of November, 2002.

Mantra Entertainment, Inc.

Mantra Films, Inc.

By 
(Name) MICHAEL BARRETT
(Title) VP, Finance

By 
(Name) Michael Barrett
(Title) VP, Finance

SCHEDULE

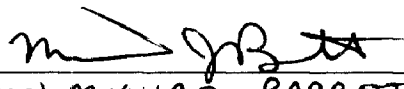
TRADEMARK	APPL. NO.	APPL. DATE	CLASS
BACKYARD BRAWLS	76/310147	9/27/01	9
GIRLS GONE WILD	76/431444	7/17/02	3
GONE WILD	76/427545	7/5/02	9
GUYS GONE WILD	76/427548	7/5/02	9
MANTRA (LOGO)	76/306922	8/27/01	41

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POWER OF ATTORNEY

Registrant hereby appoints PETER M. EICHLER, ESQ., of CROSBY HEAFEY ROACH & MAY, its attorneys, with offices at 1901 Avenue of the Stars, Suite 700, Los Angeles, California 90067-6078 (telephone 310/734-5200), to prosecute this application to record assignment with full power of substitution and revocation, to transact all business in the United States Patent and Trademark Office connected therewith and to receive the proof of recordation.

Mantra Films, Inc.

By: 
(Name) MICHAEL BARRETT
(Title) VP, Finance

Dated: November 7, 2002

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