

12-17-2002



To the Honorable Commissioner of Patents

102313293

original documents or copy thereof.

1. Name of conveying party(ies):

Mr. Joseph R. Francis

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

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

11-21-02

3. Nature of conveyance:

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

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) 75/560825

B. Trademark Registration No.(s) 2420336

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:

12/16/2002 TDIAZ1 00000044 501796 75560825

01 FC:0521 40.00 CH  
02 FC:0522 25.00 CH

Street Address: 1901 Ave. of the Stars

Suite 700

City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501796

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

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]  
Signature

11/20/02  
Date

Total number of pages including cover sheet, attachments, and document: 8

ASSIGNMENT

WHEREAS, Joseph R. Francis., a US citizen, with an address of 8899 Beverly Blvd., Suite 812, Beverly Hills, California, 90048, ("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 of 1601 Cloverfield Blvd., Suite 420 South, Santa Monica, California 90404, (the "Assignee"), is desirous of acquiring said marks; and the registration thereof;

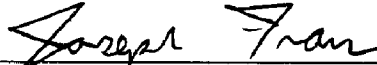
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said does Joseph R. Francis, hereby assign unto Mantra Films, Inc., all right, title and interest in the trademarks, together with the goodwill of the business symbolized by said trademarks.

Signed at Los Angeles, California, this 7<sup>th</sup> day of November, 2002.

Mantra Films, Inc.

Joseph R. Francis

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

By   
(Name) JOSEPH FRANCIS  
(Title)

# SCHEDULE

<b>TRADEMARK</b>	<b>REG./APPL. NO.</b>	<b>REG./APPL. DATE</b>	<b>CLASS</b>
BANNED FROM TELEVISION	2420336	3/9/00	9
BANNED FROM TELEVISION	75/560825	9/28/98	25

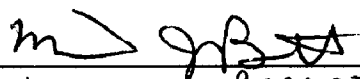
15339583.1

**TRADEMARK**  
**REEL: 002634 FRAME: 0708**

POWER OF ATTORNEY

Registrant hereby appoints PETER M. EICHLER, ESQ., of CROSBY HEAFEY ROACH & MAY, its attorney, 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.

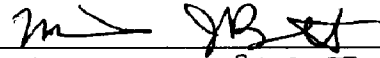
By:   
(Name) MICHAEL BARRETT  
(Title) VP, FINANCE

Dated: November 7, 2002

POWER OF ATTORNEY

Registrant hereby appoints PETER M. EICHLER, ESQ., of CROSBY HEAFEY ROACH & MAY, its attorney, 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