



To the Honorable Commissioner of Patents and

102367301

documents or copy thereof.

1. Name of conveying party(ies):
Rainbow Media Holdings, Inc.
200 Jericho Quadrangle
Jericho, New York 11753

2-13-03

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

Name: **Mag Rack Entertainment LLC**

Address: **11 Penn Plaza**

City: **New York State: NY Zip: 10001**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other - Limited Liability Company - State - Delaware

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

Rainbow Program Enterprises

- Individual(s)
- General Partnership
- Corporation-State - Delaware
- 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: **February 11, 2003**

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

A. Trademark Serial No.(s):
MOTORCYCLE FREEDOM - 76/301,016
PHOTOGRAPHY CLOSE UP - 76/301,013
THE BIBLE AND YOU - 76/325,681

Attorney Docket: 3590/3H818US0, 3H820US0 & 3J009US0

B. Trademark Registration No.(s):

Additional numbers attached? Yes No -

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

Name: **Amy L. Nelkin**
Internal Address: **Darby & Darby P.C.**
Street Address: **805 Third Avenue**
City: **New York State: New York Zip: 10022-7513**

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41):.....**\$90.00**

- Enclosed
- Any exceeding amount is authorized to be charged to deposit account **04-0100**

8. Charge any additional fees in connection with the submission to our Deposit account number:

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

FINANCIAL SECTION
FEB 19 AM 7:04

J. Davis

DO NOT USE THIS SPACE

02/14/2003 DBYRNE 00000149 76301016

01 ~~RS:8521~~ ment and signature. 40.00 OP
02 ~~FD:8522~~ 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. 50.00 OP

Name of Person Signing: **Amy L. Nelkin**

Signature: *Amy L. Nelkin*

February 12, 2003
Date

Total number of pages including cover sheet, attachments, and document: **3**

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

TRADEMARK ASSIGNMENT

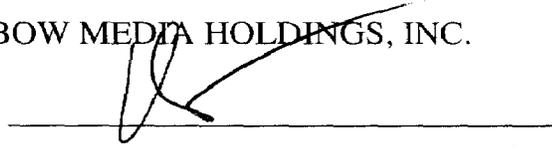
WHEREAS, **Rainbow Media Holdings, Inc.**, a corporation organized and existing under and by virtue of the laws of the State of Delaware, and having a place of business at 200 Jericho Quadrangle, Jericho, New York 11753, hereinbelow called "Assignor", has intended to use the several trademarks and service marks shown in the annexed Schedule A (hereafter referred to collectively as the "Trademarks") in commerce and has filed applications therefor in the U.S. Patent and Trademark Office indicating that intention under the Application Nos. and on the filing dates shown on the annexed Schedule A, but has not yet filed allegations of use under § 1(c) or 1(d) of the Trademark Act; and

WHEREAS, **Mag Rack Entertainment LLC**, a limited liability company organized and existing under and by virtue of the laws of State of Delaware, and having a place of business at 11 Penn Plaza, New York, New York 10001, herein-below called "Assignee," the successor of the ongoing and existing portion of Assignor's business to which the Trademarks pertain, is desirous of acquiring said Trademarks and the pending trademark applications therefor;

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 hereby sells, assigns, and transfers unto the said Assignee, all right, title and interest in and to the Trademarks, and trademark applications 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 unto the said Assignee, its successors or assigns.

RAINBOW MEDIA HOLDINGS, INC.

Date: February 11, 2003

Signed: 

Print Name: David Deitch

Print Title: Senior VP - General Counsel

SCHEDULE A

Trademarks Owned by Rainbow Media Holdings to be Assigned to Mag Rack Entertainment

Trademark	App. No.	Filing Date
MOTORCYCLE FREEDOM	76/301,016	August 16, 2001
PHOTOGRAPHY CLOSE UP	76/301,013	August 16, 2001
THE BIBLE AND YOU	76/325,681	October 15, 2001