

RE

02-19-2003

EET



102367300

To the Honorable Commissioner of Patents and 1

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):

Attorney Docket: **3589/3G786 & 3H800**

A. Trademark Serial No.(s):

AMERICAN CATHOLIC - 76/113,503
AMERICAN CATHOLIC & DESIGN - 76/299,182

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: 2

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

- 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)

2/12/03 EV 294033819-US

FINANCIAL SECTION
FEB 13 AM 7:04

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
02/14/2003 DBYRNE 00000150 76113503

Signature: Amy L. Nelkin

February 12, 2003
Date

Total number of pages including cover sheet, attachments, and document: 2

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

TRADEMARK ASSIGNMENT

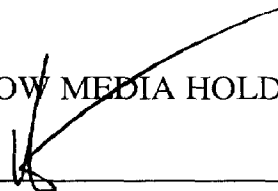
WHEREAS, **Rainbow Media Holdings, Inc.**, a corporation organized and existing under and by virtue of the laws of the State of Delaware, and having a place of business at 200 Jericho Quadrangle, Jericho, New York 11753, hereinbelow called "Assignor", owns and has used in its business the trademarks AMERICAN CATHOLIC and AMERICAN CATHOLIC and Design (collectively hereinbelow referred to as the "Trademarks"), for which there are currently trademark applications pending at the United States Patent and Trademark Office, namely, Serial Nos. 76/113,503 and 76/299,182 filed on August 21, 2000 and August 10, 2001, respectively; 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, hereinbelow called "Assignee," is desirous of acquiring the entire right, title and interest in and to the said Trademarks and trademark applications and in and to any registration, renewals and extensions that may be granted thereon, together with the goodwill associated 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 hereby sells, assigns, and transfers unto the said Assignee, its successors or assigns, the entire right, title and interest in and to the said Trademarks and trademark applications therefor and in and to 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.

RAINBOW MEDIA HOLDINGS INC.

Date: February 11, 2003

By: 

Print Name: David Deitch

Print Title: Senior VP - General Counsel