



Form PTO-1594

RECORDATION

U.S. Department of Commerce

6-93

2-28-03

TRADE

102377893

Patent and Trademark Office

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 2.28.03
Beacon Communications, LLC

Individual(s) Corporation
 General Partnership Association
 Limited Partnership
 Other: Delaware Limited Liability
Company

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

2. Name and address of receiving party(ies):
Holding Pictures Distribution Co., LLC

Street Address:
120 Broadway, Suite 200

City / State:
Santa Monica, California 90401

Individual(s) Corporation
 General Partnership Association
 Limited Partnership
 Other: Delaware Limited Liability Company

If Assignee is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be separate document from Assignment.)

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

3. Nature of conveyance:

Assignment Security Agreement
 Merger Change of Name
 Other: _____

Execution Date: November 21, 2002

4. Trademark Application Number(s) or Registration Number(s):

A. Trademark Application No.(s)

B. Registration No.(s)
1,856,194

Additional numbers attached? Yes No

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

Name: **Jane Shay Wald, Esq.**
Address: **Irell & Manella LLP**
1800 Avenue of the Stars
Suite 900

City: **Los Angeles**
State: **CA**
Zip: **90067**

6. Total no. of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed
 Authorized to charge to deposit account

8. Deposit account number: **09-0946**

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.

Jane Shay Wald Jane S Wald February 26, 2003
Name of person signing Signature Date

Total number pages including cover sheet, attachments, and documents: 3

02/28/2003 JJALLAH2 00000021 090946 1856194

01 FC:8021 40.00 CH

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is entered into by Beacon Communications, LLC, a Delaware limited liability company ("Assignor"), as assignor, whose mailing address is c/o Richard D. Rosman, Esq., 2049 Century Park East, Los Angeles, California, 90067, in favor of Holding Pictures Distribution Co., LLC, a Delaware limited liability company ("Assignee"), as assignee, whose mailing address is 120 Broadway, Suite 200, Santa Monica, California 90401, with reference to the following facts and circumstances:

Assignor is the proprietor of the U.S. and foreign trademark registrations and application and trade names as set forth on Schedule A attached hereto (collectively, the "Marks").

WHEREAS, Assignee desires to acquire all right, title and interest in and to said Marks and related rights.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign and transfer unto Assignee all right, title and interest of Assignor in and to the Marks, including without limitation the Marks identified on Schedule A, together with the goodwill (if any) of the business symbolized by the Marks, as well as its entire right, title and interest in and to all State registrations of the Marks heretofore granted or applied for, any and all common law rights to the Marks in the United States and any state thereof, and any and all claims and demands it may have either at law or in equity arising out of any past infringements.

The Assignor shall at the Assignee's request, following the execution of this Assignment, assist the Assignee as may be necessary (including by executing necessary documents) to establish Assignee as owner of record of the Marks in any country in which the Marks are registered or are the subject of a pending application.

In testimony whereof, Assignor has caused this Assignment to be executed by its officer(s) thereunto duly authorized.

Beacon Communications, LLC

Dated: 11.21.2002


By: Army Bernstein

SCHEDULE A

U.S. Trademark

Beacon Communications, LLC

Trademark	Registration No.	Issue Date
BEACON & Design	1,856,194	September 27, 1994

IRELL & MANELLA LLP

A REGISTERED LIMITED LIABILITY LAW PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS

1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CALIFORNIA 90067-4276

TELEPHONE (310) 277-1010

FACSIMILE (310) 203-7199

WEBSITE: www.irell.com

WRITER'S DIRECT

TELEPHONE (310) 203-7017
jwald@irell.com

February 26, 2003

VIA EXPRESS MAIL NO. EL521024902US

BOX ASSIGNMENTS - FEE

Honorable Commissioner of Patents
and Trademarks

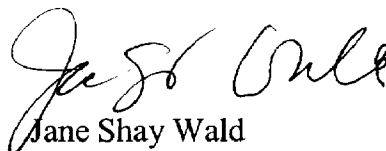
1213 Jefferson Davis Hwy
Crystal Gateway 4, Suite 300
Arlington, VA 22202

Re: Trademark Assignment between Beacon Communications, LLC and
Holding Pictures Distribution Co., LLC
Our Docket: 156896.7001

Dear Sir:

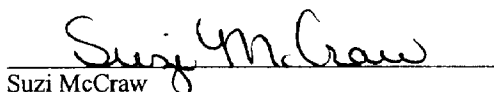
Please record the attached Trademark Assignment from Beacon Communications, LLC to Holding Pictures Distribution Co., LLC. Enclosed is a Recordation Cover Sheet and our authorization to charge the \$40.00 recordation fee to Deposit Account No. 09-0946, for which purpose a duplicate copy of this letter is attached. If there are any additional costs involved, the Register of Trademarks is hereby authorized to charge any deficiency or credit any overpayment to the Deposit Account No. 09-0946.

Sincerely,


Jane Shay Wald

JSW:sm
Enclosures

I hereby certify that this correspondence is being deposited with the United States Postal Service, Express Mail, and is addressed to BOX ASSIGNMENT-FEE, Hon. Commissioner of Patents and Trademarks, 1213 Jefferson Davis Highway, Crystal Gateway 4, Suite 300, Arlington, VA 22202 on this 26th day of February, 2003.


Suzi McCraw

IRELL & MANELLA LLP

A REGISTERED LIMITED LIABILITY LAW PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS

1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CALIFORNIA 90067-4276

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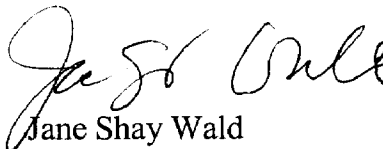
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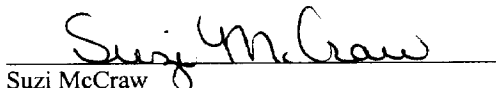
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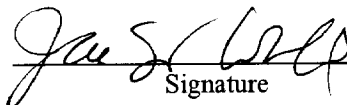
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