

2-28-03



Form PTO-1594  
6-93

**RECORDATION**  
**TRADEMARK** 102377894

U.S. Department of Commerce  
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)  
**2,366,183      2,349,815**  
**2,370,751      2,349,814**

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: 4

7. Total fee (37 CFR 3.41): \$ 115.00

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

02/26/2003 J7ALLANE 00000022 090946 2386183

01 FC:0521 40.00 CH  
02 FC:0522 75.00 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 Registrations

Beacon Communications, LLC – Delaware

Trademark	Registration No.	Issue Date
BEACON & Design	2,366,183	July 11, 2000
BEACON & Design	2,370,751	July 25, 2000
BEACON & Design	2,349,815	May 16, 2000
BEACON & Design	2,349,814	May 16, 2000