

TRADE



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

1. Name of conveying party(ies):

ABC NEWS/STARWAVE PARTNERS
13810 S.E. Eastgate Way, Suite 400
Bellvue, Washington 98005

Individual(s) Association
 General Partnership Limited Partnership
 Other:

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

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

Name: DISNEY ENTERPRISES, INC.

Internal Address: _____

Street Address: 500 South Buena Vista Street

City: Burbank State: CA ZIP: 91521

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Execution Date: February 4, 2003

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

A. Trademark Application No.(s)
75/241,711; 75/145,343; 75/200,862

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
2,231,356; 2,190,440; 2,391,825; 2,133,621

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

Name: THE WALT DISNEY COMPANY

Internal Address: Attn: Mei-lan Stark, Esq.

Street Address: 500 South Buena Vista Street

City: Burbank State: CA ZIP: 91521

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$ 190.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-0130

(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.

Mei-lan Stark
 Attorney for Assignee

Name of Person Signing

[Signature]
 Signature

4/20/03
 Date

OFFICE OF PUBLIC RECORDS
2003 MAY -2 AM 10:58
FINANCE SECTION

05/02/2003 LYNELLER 00000125 230130 75241711

01 FC:0001 40.00 CH
02 FC:0002 130.00 CH

Total number of pages comprising cover sheet: 1

ASSIGNMENT

WHEREAS, ABC NEWS/STARWAVE PARTNERS, a general partnership of the state of New York, of 13810 S.E. Eastgate Way, Suite 400, Bellevue, Washington 98005 ("Assignee") is the owner of the United States Trademark Registrations shown in attached Schedule A (the "Marks"); and

WHEREAS, Disney Enterprises, Inc., a Delaware corporation, located and doing business at 500 South Buena Vista Street, Burbank, California 91521 ("DEI"), is desirous of acquiring all right, title and interest in and to said Marks along with the business associated therewith;

NOW, THEREFORE, in consideration of payment of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ABC News/Starwave Partners does hereby assign unto DEI all right, title and interest in and to said Marks together with the goodwill of the business connected with and symbolized by said Marks.

This Agreement shall be binding in all respects upon the parties hereto, their subsidiaries, related companies, officers, directors, stockholders, successors, assigns, employees, agents and all parties in privity with or claiming under them.

This Agreement expresses the entire understanding between the parties concerning the subject matter, and may not be modified except by written instrument signed by all parties.

IN WITNESS WHEREOF, ABC News/Starwave Partners executes this Assignment as of this 4th day of February, 2003.

ABC NEWS/STARWAVE PARTNERS



By: Marsha L. Reed
Vice President and Secretary of
Starwave Ventures, Inc.
and Secretary of ABC News Online
Investments, Inc.

SCHEDULE A

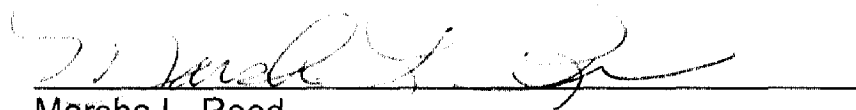
<u>MARK</u>	<u>APP./REG NO.</u>	<u>APP./REG. DATE</u>	<u>CLASS</u>
CELEBSITE	75/241,711	Feb. 13, 1997	41
NEWSZONE	75/145,343	Aug. 5, 1996	41
WALL OF SOUND	75/200,862	Nov. 20, 1996	38
WALL OF SOUND	2.231.356	Mar. 16, 1999	42
MONEYSCOPE	2.190.440	Sep. 22, 1998	36
MONEYSCOPE	2.391.825	Oct. 3, 2000	42
MR. SHOWBIZ	2.133.621	Feb. 3, 1998	41

CERTIFICATE OF SECRETARY

I, **Marsha L. Reed**, Vice President and Secretary of Starwave Ventures, Inc., a Washington corporation and Secretary of ABC News Online Investments, Inc., a California corporation, hereby certify that ABC News/Starwave Partners, a New York general partnership is fifty percent (50%) owned by ABC News Online Investments, Inc. **and** fifty percent (50%) owned by Starwave Ventures, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of

February, 2003.



Marsha L. Reed
Vice President and Secretary of Starwave Ventures, Inc.
and Secretary of ABC News Online Investments, Inc.