

5-2-03 TRADEI



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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) Yes No
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Execution Date: Feburary 4, 2003

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

1,978,942; 2,041,058

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: 2

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

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

4/28/03
 Date

05/02/2003 LINDLER 00000124 230130 1978942
 01 FC:0321 45.00 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 1st 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.