

10/11/03



10-22-2003



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Form PTO-159 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):  
CANAL +

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other FRANCE

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

2. Name and address of receiving party(ies)  
Name: CANAL + TECHNOLOGIES  
Internal Address: \_\_\_\_\_  
Street Address: 34 Place Raoul Dautry  
City: Paris State: FR Zip: 75015

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State France  
 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  
 Other \_\_\_\_\_

Execution Date: 7/24/03

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 2,199,343  
 2,498,529

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Donald L. Dennison  
 Internal Address: Dennison, Schultz & Dougherty  
 Suite 612  
 Street Address: 1745 Jefferson Davis Highway  
 City: Arlington State: VA Zip: 22202

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 65.00  
 Enclosed  
 Authorized to be charged to deposit account *credit card*

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.  
 Donald L. Dennison      *Donald L. Dennison*      October 15, 2003  
 Name of Person Signing      Signature      Date

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

10/21/2003 LHWELER 00000305 2199343

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:8521  
02 FC:8522

40.00 OP  
25.00 OP

TRADEMARK REEL: 002848 FRAME: 0588

DEED OF ASSIGNMENT  
(with consent)

WHEREAS, CANAL+, a company organized and existing under the laws of France, whose registered office is at 85/89 Quai André Citroën, 75015 PARIS - FRANCE (herein after called "The Assignor") is the owner in United States of the trademark mentioned in the here enclosed schedule.

Canal + has agreed to assign the aforementioned trademark together with the goodwill of the business in respect of good and services for which the said trademarks are registered/applied.

And WHEREAS, CANAL + TECHNOLOGIES, a company organized and existing under the law of France, whose registered office is at 34, Place Raoul Dautry, 75015 PARIS - France (herein after called "The Assignee") has agreed to acquire the entire right, title and interest in and to the aforementioned trademarks.


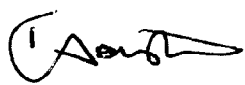
Now therefore, for good valuable consideration, receipt of which is hereby acknowledged, the Assignor does by these present confirm the assignment and transfer to the Assignee, the entire right, title and interest in and to the aforementioned trademarks, in order to advertise the ownership of the said trademarks on behalf of the Assignee.

The Assignor does hereby expressly consent that the procedures be taken with the trademark Office singly by the Assignee to record the transfer of the trademarks rights to the Assignee. The Assignee is entitled to all rights and privileges from the said trademarks and to continue all procedures in respect with the assigned trademarks, especially for facts prior the date of the assignment.

The Assignee does hereby appoints the attorney holder of an original of the present Assignment of the previous mentioned trademark in the trademarks Office and/or all other offices or Ministry where necessary.

Dated this 24<sup>th</sup> day of 07.2003

CANAL +                      CANAL +  
By                              TECHNOLOGIES  
By B. Khan



In 4 copies

ACTE DE CESSION  
(avec consentement)

Considérant que CANAL +, une société organisée et existant sous les lois françaises, dont le siège social est 85/89 Quai André Citroën, 75015 PARIS - France (ci-après désignée « le Cédant ») est le propriétaire aux Etats Unis des marques citées en annexe.

Canal + a accepté de céder les marque sub-mentionnées ainsi que le fonds de commerce en ce qui concerne les produits et les services pour lesquels les marques sont enregistrées/déposées.

Et considérant que, CANAL + TECHNOLOGIES, une société organisée et existant sous les lois françaises, dont le siège social est 34, Place Raoul Dautry, 75015 PARIS - France (ci-après désignée « le Cessionnaire ») a accepté d'acquérir les pleins droits, titre et intérêt par et pour les marques précitées.


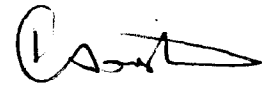
Par conséquent, pour bonne et valable contrepartie, dont il est ici donné quittance, le Cédant par la présente confirme céder et transférer au Cessionnaire, les pleins droits, titre et intérêt par et pour les marques précitées, afin de publier la propriété desdites marques pour le compte du cessionnaire.

Le cédant consent par la présente que les procédures devant l'Office des marques soient prises en charge seulement par le Cessionnaire pour faire enregistrer le transfert des droits des marques. Le Cessionnaire acquiert tous les droits et privilèges desdites marques et de continuer les procédures concernant les marques cédées, spécialement pour les faits antérieurs à la date de la cession.

Le Cessionnaire désigne ici l'avocat détenteur d'un original du présent acte de cession des marques mentionnée précédemment devant l'Office des Marques et/ou tout autre Office ou Ministère si nécessaire.

Fait le 24. 07. 2003

CANAL +                      GROUPE CANAL +  
Par                              TECHNOLOGIES  
Par B. Khan



En 4 exemplaires

Marque	Pays	Date depot	No depot	Classes	Date enreg	No enreg
MEDIAHIGHWAY	ETATS UNIS	1997/01/29	75/232 811	9,16,35,37,38,41	1998/10/27	2 199 343
MEDIAGUARD	ETATS UNIS	1995/10/19	75/007 568	9,16,38	2001/10/16	2 489 529

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