

11-05-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇨ ⇨ ⇨

OFFICE 9 2003 OCT



102593064

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

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

1. Name of conveying party(ies): **FINANCE SECTION**

Propaganda Films, Inc. 10-31-03
 Individuals Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other _____

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

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

Name: **Overt Operations, Inc.**
Internal _____
Address: _____
Street Address: **8522 National Blvd. #101**
City: **Culver City** State: **CA** Zip: **90232**
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **California**
 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: **July 22, 2003**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,552,297
2,172,174

Additional number(s) attached Yes No

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

Name: **Jonathan D. West, Esq.**
Internal Address: **O'Melveny & Myers LLP**
11/04/2003 870M11 00000083 500639 1552297
40.00 DA
25.00 DA
Street Address: **1999 Avenue of the Stars, 7th Floor**
City: **Los Angeles** State: **CA** Zip: **90067-6035**

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: **500639**
(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.

Jonathan D. West Signature **Jonathan D. West**
Name of Person Signing Date **October 24, 2003**

Total number of pages including cover sheet, attachments, and document: **4**

Mail documents to be recorded with required cover sheet information to: Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT OF TRADEMARKS

WHEREAS, Propaganda Films, Inc. a Delaware corporation ("**Assignor**"), is the owner of the trademarks and service marks listed in Schedule 1, and the United States registrations therefor (the "**Marks**"); and

WHEREAS, Overt Operations, Inc., a California corporation ("**Assignee**"), is desirous of acquiring all of Assignor's right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee in perpetuity and throughout the universe all of Assignor's right, title, and interest in and to: (i) the Marks with respect to the goods and/or services associated therewith, together with the goodwill of the business symbolized by such Marks and all registrations therefor; and (ii) all claims for damages and equitable relief by reason of past infringement of the Marks with respect to such goods and services, with the right to sue for and collect the same for its own account. Assignor does hereby agree to immediately and forever after cease Assignor's use of the Marks. Assignor further authorizes the Commissioner of Patents and Trademarks of the United States, and any official of any country foreign to the United States, whose duty it is to record trademark registrations, applications and title thereto, to record the Marks and title thereto as the property of Assignee, its successors, legal representatives and assigns in accordance with the terms of this instrument.

IN WITNESS WHEREOF, the parties have executed this instrument on this 22nd day of July 2003.

ASSIGNOR

Propaganda Films, Inc.

By: [Signature]

Its: CEO, secretary, acting agent

ASSIGNEE

Overt Operations, Inc.

By: Steven Polini

Its: President

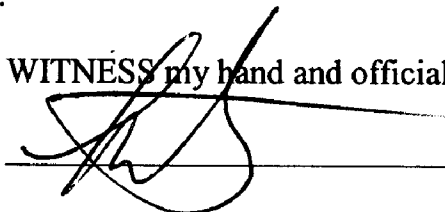
STATE OF CALIFORNIA)
COUNTY OF Los Angeles)

On 7/22, 2003 before me, Leon Katz, a Notary Public in and for said State, personally appeared

Severin & White, personally ~~known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature



(Seal)



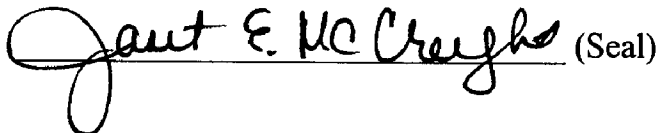
STATE OF CALIFORNIA)
COUNTY OF Los Angeles)

On July 18, 2003, before me, Janet E. McCreight, a Notary Public in and for said State, personally appeared

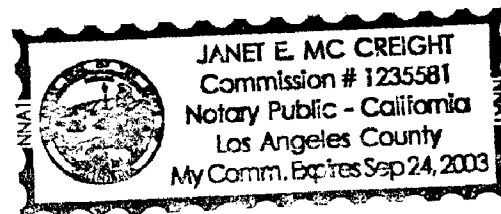
Steve Golin, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature



(Seal)



SCHEDULE 1

<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>FILING DATE</u>	<u>CLASS</u>
PROPAGANDA F I L M S	1552297	December 7, 1987	41
PROPAGANDA CODE	2172174	January 29, 1996	42