

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RCN ENTERTAINMENT, INC.		05/10/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	ON SCREEN ENTERTAINMENT, LLC
Street Address:	451 West End Avenue
Internal Address:	Apartment 14F
City:	New York
State/Country:	NEW YORK
Postal Code:	10024
Entity Type:	limited liability company: NEW YORK

PROPERTY NUMBERS Total: 8		
Property Type	Number	Word Mark
Registration Number:	1962893	THE PUZZLE PLACE
Registration Number:	2027570	THE PUZZLE PLACE
Registration Number:	2019846	THE PUZZLE PLACE
Registration Number:	2011141	THE PUZZLE PLACE
Registration Number:	2021421	THE PUZZLE PLACE
Registration Number:	1958130	THE PUZZLE PLACE
Registration Number:	2089554	BACKYARD SAFARI
Registration Number:	2790905	WHAT'S GOING ON?

CORRESPONDENCE DATA	
Fax Number:	(215)655-2317
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	215.994.2317
Email:	hal.borden@dechert.com
Correspondent Name:	Dechert LLP
Address Line 1:	4000 Bell Atlantic Tower

CH \$215.00 1962893

Address Line 2: 1717 Arch Street  
Address Line 4: Philadelphia, PENNSYLVANIA 19103-2793

ATTORNEY DOCKET NUMBER: 301563

NAME OF SUBMITTER: Hal E. Borden

Total Attachments: 2  
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ASSIGNMENT OF TRADEMARKS

WHEREAS, RCN ENTERTAINMENT, INC. ("Assignor"), a Delaware corporation with offices at 105 Carnegie Center, Princeton, New Jersey 08540, has adopted, used and is using the trademarks/service marks shown in Schedule A hereto in its business;

AND WHEREAS, ON SCREEN ENTERTAINMENT, LLC ("Assignee"), a New York limited liability company with an address at 451 West End Avenue, Apartment 14F, New York, New York 10024, has on this date acquired from Assignor certain assets and property used in Assignor's business and is desirous of acquiring the trademarks/service marks shown in Schedule A hereto (collectively, the "Trademarks"), the registrations and applications for registration of the Trademarks shown in Schedule A, and the goodwill of the business symbolized by the Trademarks in the United States.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademarks, together with the registrations and applications for registration of the Trademarks shown in Schedule A and the goodwill of the business symbolized by the Trademarks in the United States, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made.

Dated: May 10, 2004.

RCN ENTERTAINMENT, INC.

By

Name: Orly Wiseman

Title: President

**SCHEDULE A**

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
THE PUZZLE PLACE	1,962,893	3/19/1996
THE PUZZLE PLACE	2,027,570	12/31/1996
THE PUZZLE PLACE	2,019,846	11/26/1996
THE PUZZLE PLACE & design	2,011,141	10/22/1996
THE PUZZLE PLACE & design	2,021,421	12/3/1996
THE PUZZLE PLACE & design	1,958,130	2/20/1996
BACKYARD SAFARI	2,089,554	8/19/1997
WHAT'S GOING ON	2,790,905	12/9/2003