

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Submission to correct errors made in previously recorded documents that erroneously affects Reg. No. 1324393 at R/F 002708/0872 and 002708/0906 recorded on 8/19/2003 and 8/26/03

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MARVEL CHARACTERS, INC.		03/31/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	MARVEL CHARACTERS, INC.
Street Address:	387 PARK AVENUE SOUTH
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1324393	SUPER-VILLAINS

CORRESPONDENCE DATA

Fax Number: (818)954-4501
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 818-954-1103
 Email: wendy.billingsley@warnerbros.com
 Correspondent Name: Wendy Billingsley
 Address Line 1: 4000 Warner Boulevard
 Address Line 2: Bldg. 156 North, Room 5070
 Address Line 4: Burbank, CALIFORNIA 91522

NAME OF SUBMITTER:	Wendy Billingsley
Signature:	/Wendy Billingsley/
Date:	02/09/2005

CH \$40.00 1324393

Total Attachments: 14

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AMENDED

NOTICE OF CHANGE OF OWNERSHIP INTEREST

NOTICE OF CHANGE OF OWNERSHIP INTEREST dated as of March 31, 2003, made by and among Time Warner Entertainment Company, L.P., a Delaware limited partnership ("TWE"), Warner Communications Inc., a Delaware corporation ("WCI") and E.C. Publications, Inc., a New York corporation ("E.C. Publications").

WHEREAS, DC Comics, a New York general partnership ("DC Comics") is the owner of the trademark registrations and applications listed on Schedule 1 attached hereto for the goods and/or services identified therein (the "Marks");

WHEREAS, as of March 30, 2003, TWE and E.C. Publications each held 50% of the general partnership interests of DC Comics (the "DC Comics Interests");

WHEREAS, pursuant to the Distribution Agreement, as amended by the Amended and Restated Distribution Agreement, dated as of March 31, 2003, by and among TWE, WCI and AOL Time Warner Inc. (the "Distribution Agreement"), TWE agreed to and did transfer to WCI its DC Comics Interests; and

WHEREAS, the parties wish to record the foregoing transfers with the United States Patent and Trademark Office so as to ensure a proper chain of title in the Marks;

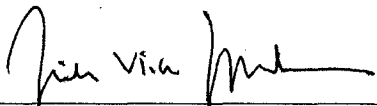
NOW, THEREFORE, the parties agree as follows:

1. The parties hereby acknowledge that, pursuant to the Distribution Agreement, TWE transferred, assigned, and otherwise conveyed to WCI the DC Comics Interests held by TWE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and all of TWE's right, title, and interest in and to each of the Marks; and

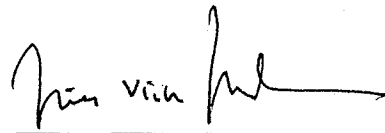
2. That as of March 31, 2003, DC Comics was, and is currently, a general partnership composed of E.C. Publications and WCI.

The parties have caused this Notice of Change of Ownership to be duly executed and authorized as of the date hereof.

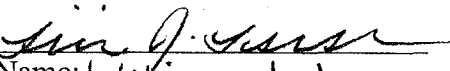
TIME WARNER
ENTERTAINMENT COMPANY,
L.P.

By: 
Name: NILS VICTOR MONTAU
Title: ASSISTANT SECRETARY

WARNER COMMUNICATIONS
INC.

By: 
Name: NILS VICTOR MONTAU
Title: ASSISTANT SECRETARY

E.C. PUBLICATIONS, INC.

By: 
Name: William J. Levenson
Title: Sr. VP & General Counsel

Schedule 1
Trademarks and Service Marks

UNITED STATES

TrademarkName	Application/ Registration No.
<u>Pending</u>	
JIMMY OLSEN	75489956
LEX LUTHOR	75490863
PLANET KRYPTON	75490864
WILDSTORM PICTURES	75711231
DYNAMIC DUO	75753675
DYNAMIC DUO	75753676
DYNAMIC DUO	75754254
BATMAN BEYOND	75786495
SUPERGIRL	76093678
SUPERMAN in Telescopic	76198167
S Logo	76243974
BIRDS OF PREY	76368957
LOIS LANE	76419676
STATIC SHOCK	76472339
GOTHAM GIRLS	76487608
GOTHAM GIRLS	76488428
DC DIRECT Logo	76496956
SUPERMAN	78033603
BATWING & Logo	78046079
JIM LEE'S WILDC.A.T.S.	78107414
SMALLVILLE	78107418
SMALLVILLE	78107426
SMALLVILLE	78107430
SMALLVILLE	78108313
SMALLVILLE	78110536
SMALLVILLE	78110540
SMALLVILLE	78110543
BIRDS OF PREY	78110563
BIRDS OF PREY	78110566
BIRDS OF PREY	78110569
ECLIPSO	78111026
ECLIPSO	78111027
ECLIPSO	78111028

Schedule 1
Trademarks and Service Marks

UNITED STATES

TrademarkName	Application/ Registration No.
JUSTICE LEAGUE	78112092
JUSTICE LEAGUE	78112095
JUSTICE LEAGUE	78112097
JUSTICE LEAGUE	78112098
JUSTICE LEAGUE	78112099
KAMANDI (refile)	78123759
PLANET KRYPTON (refile)	78123762
LOIS LANE (refile)	78123774
LEX LUTHOR (refile)	78123790
STARFIRE (refile)	78124349
JIMMY OLSEN (refile)	78124351
THE MONOLITH	78146792
TEEN TITANS	78147940
ICANDY	78150481
BATMAN: MYSTERY OF THE BATWOMAN	78158525
KRYPTONITE	78169684
GOTHAM CITY	78181816
SUPER FRIENDS	78182026 78181026
SUPER FRIENDS	78182043
SUPER FRIENDS	78184534
STATIC SHOCK	78187542
STATIC SHOCK	78188665
STATIC SHOCK	78188670
STATIC SHOCK	78188674
WONDER TWINS	78192388
WONDER TWINS	78192395
WONDER TWINS	78192403
WONDER TWINS	78192409
JAYNA	78192415
JAYNA	78192427
JAYNA	78192429
JAYNA	78192444
JAYNA	78192451
ZAN	78192484

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Schedule 1
Trademarks and Service Marks

UNITED STATES

TrademarkName	Application/ Registration No.
ZAN	78192494
ZAN	78192503
ZAN	78192512
ZAN	78192520
GOTHAM GIRLS	78210571
GOTHAM GIRLS	78210590
GOTHAM GIRLS	78210607
TRUTH, JUSTICE AND THE AMERICAN WAY	78250522
TRUTH, JUSTICE AND THE AMERICAN WAY	78250529
TRUTH, JUSTICE AND THE AMERICAN WAY	78250536

Schedule 1
Trademarks and Service Marks

UNITED STATES

TrademarkName	Application/ Registration No.
<u>Registered</u>	
ACTION COMICS LOGO	360765
SUPERMAN IN TELESCOPIC	371803
THE BATMAN & Head Rep	378913
BATMAN ON BAT REP	382770
SUPERMAN in Telescopic & SUPERMAN w Chains Rep	391821
SUPERWOMAN in Telescopic	394922
SUPERBOY in Telescopic	394923
WONDER WOMAN Logo (stylized)	395739
SUPERMAN SUPERHOMBRE & REP	411871
SUPERGIRL IN TELESCOPIC	414623
SUPERMAN	648647
BATMAN ON BAT REP	804709
AQUAMAN (stylized)	817015
WONDER WOMAN LOGO	820334
BATMAN	828412
BATMAN	836046
BATMAN	839561
BATMAN	856045
BATMAN	858860
ADVENTURE COMICS	868443
THE BRAVE AND THE BOLD	882916
TEEN TITANS	882921
SHAZAM! & LOGO	966542
SUPERGIRL (stylized)	987395
DC	1003409
JOKER	1052503
CATWOMAN	1052504
PENGUIN	1063966
SUPERMAN	1070290
AQUAMAN	1070295
PLASTIC MAN	1076407
THE FLASH	1078898
GREEN LANTERN	1078899

Schedule 1
Trademarks and Service Marks

UNITED STATES

TrademarkName	Application/ Registration No.
DC (BULLETSTARS) LOGO	1084736
WORLD'S FINEST COMICS LOGO	1099492
SUPERMAN IN TELESCOPIC & COLOR	1108577
BATMOBILE	1124961
GREEN ARROW	1130353
METAL MEN	1130402
WARLORD	1136797
S LOGO	1140418
SHAZAM! Logo (stylized)	1146243
KRYPTO	1168306
S Logo	1173150
SUPERMAN	1175907
SUPERMAN Rep	1178048
BATMOBILE	1179342
S LOGO	1179537
SUPERMAN	1180068
SUPER FRIENDS	1180088
SUPERMAN Rep	1180292
SUPERMAN	1181536
SUPERMAN IN TELESCOPIC	1181537
S Logo	1182041
S Logo	1182172
SUPERMAN in Telescopic	1182226
SUPERMAN	1182947
SUPERMAN in Telescopic	1183809
SUPERMAN	1183841
LOIS LANE	1184702
PERRY WHITE	1184703
SUPERMAN	1184822
S LOGO	1184881
SUPERMAN in Telescopic	1185526
SUPERMAN in Telescopic	1185853
SUPERMAN	1186803
SUPERMAN in Telescopic	1189355

Schedule 1
Trademarks and Service Marks

UNITED STATES

TrademarkName	Application/ Registration No.
S Logo	1189376
SUPERMAN	1189393
JIMMY OLSEN	1190637
JUSTICE LEAGUE OF AMERICA	1190681
DETECTIVE COMICS	1191163
S Logo	1197814
S Logo	1199552
S Logo	1199630
S Logo	1199690
SUPERMAN Rep	1200233
SUPERMAN Rep	1200387
SUPERMAN in Telescopic	1200394
SUPERMAN Rep	1201149
SUPERMAN Rep	1201167
SUPERMAN	1209668
SUPERMAN Rep	1209743
SUPERMAN in Telescopic	1209863
KRYPTO THE SUPERDOG LOGO	1216674
SUPERMAN	1216976
SUPERMAN in Telescopic	1218552
BAT Rep	1219120
SUPERMAN in Telescopic	1220896
WONDER WOMAN	1221717
SUPERMAN	1221718
SUPERBOY	1221719
BATMAN	1221720
SUPERMAN Rep	1229321
KRYPTONITE IN TELESCOPIC	1231983
SUPERMAN Rep	1235769
PENGUIN Rep	1236489
WONDER WOMAN Rep	1236490
GREEN ARROW Rep	1236492
AQUAMAN Rep	1236493
JONAH HEX	1237303

Schedule 1
Trademarks and Service Marks

UNITED STATES

TrademarkName	Application/ Registration No.
WORLD'S FINEST	1237304
SGT. ROCK	1238333
SUPERGIRL	1238334
ACTION COMICS	1239417
THE NEW TEEN TITANS	1239418
THE HOUSE OF MYSTERY	1239419
KRYPTONITE	1239506
KRYPTON CHRONICLES	1246353
THE FURY OF FIRESTORM THE NUCLEAR MAN	1247064
SUPERMAN	1248822
SUPERMAN REP	1254658
JOKER REP	1256974
SHAZAM Rep	1256975
BLACKHAWK	1259397
SUPERKIDS	1262353
BATMAN REP WITH ROPE	1262504
S LOGO	1262572
SUPERMAN IN TELESCOPIC	1278175
SUPERMAN	1278177
ROBIN REP	1279991
WONDER WOMAN IN BOX & DOUBLE W DESIGN	1290992
BATMAN AND THE OUTSIDERS	1292260
THRILLER	1292851
VIGILANTE	1292852
ROBIN	1294617
THE OMEGA MEN	1300505
NEW GODS	1323177
SUPER-VILLAINS	1324393
DOUBLE w Design (WONDER WOMAN)	1332090
FLASH REP	1385324
WONDER WOMAN	1388425
WATCHMEN	1428365
FIRESTORM	1428370
THE MAN OF STEEL	1433864

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Schedule 1
Trademarks and Service Marks

UNITED STATES

TrademarkName	Application/ Registration No.
THE DARK KNIGHT	1458274
SHAZAM	1474466
SUICIDE SQUAD	1481592
JUSTICE LEAGUE	1503856
LOOK, UP IN THE SKY. IT'S A BIRD, IT'S A PLANE	1527304
THE NEW TITANS	1557932
CATWOMAN	1565883
BAT EMBLEM	1581593
BAT EMBLEM	1581659
BAT EMBLEM	1581725
BATMAN	1587507
BATMAN	1622749
LEX LUTHOR	1634007
BATMAN	1652640
PIRANHA PRESS Logo	1715698
PIRANHA PRESS	1715699
SHADOW OF THE BAT	1785475
LOBO	1799314
SHOWCASE	1814427
REGENT	1817917
WARGUARD	1819923
THE GRIFTER	1820583
BATTALION	1821307
FUJI	1821308
SYNERGY	1821309
HELSPONT	1821312
WARBLADE	1822724
CODA	1823707
ZEALOT	1823708
EMP	1823709
ATTICA	1824388
MAUL	1826910
CABAL	1826911
STORMWATCH	1830326

Schedule 1
Trademarks and Service Marks

UNITED STATES

TrademarkName	Application/ Registration No.
SPARTAN	1832154
HUMAN TARGET	1833297
BLOOD SYNDICATE	1833313
DEATHBLOW	1839019
VOID	1841318
BACKLASH	1842370
FREEFALL	1843642
UNION	1845127
CYBERNARY	1851949
VOODOO	1853624
GRUNGE	1854618
BATMAN THE RIDE	1861233
FLASHPOINT	1862147
ELSEWORLDS & DESIGN	1862500
BURNOUT	1863203
SWAMP THING	1865774
GEN13 (STYLIZED)	1870546
WILDC.A.T.S	1873788
ZERO HOUR	1874656
FAIRCHILD	1876154
CATWOMAN	1883034
MR. MAJESTIC	1889275
BRASS	1890516
THRESHOLD	1890522
WETWORKS	1894614
PARADOX PRESS	1912511
BLISS	1917280
PILGRIM	1918838
JESTER	1920880
GRAIL	1920881
MOTHER ONE	1920883
INTERNATIONAL OPERATIONS	1920888
SHAZAM	1927136
ROBIN	1930901

Schedule 1
Trademarks and Service Marks

UNITED STATES

TrademarkName	Application/ Registration No.
PARADOX PRESS LOGO	1932688
VERTIGO	1937944
FACTOID	1965383
CATWOMAN	1966766
RAINMAKER	1975239
LOIS AND CLARK	1990231
TWO FACE	2005856
TWO FACE	2009805
VOODOO	2014217
DANE	2014561
THE DREAMING	2041904
DC COMICS	2051606
WILDSTORM PRODUCTIONS	2053633
TOTAL JUSTICE	2070871
WETWORKS	2077950
BLOOD QUEEN	2089682
PILGRIM	2101910
BATMAN	2114598
DV8	2116939
BAT EMBLEM	2119266
HOMAGE COMICS	2133232
THE RIDDLER	2137654
YOUNG ROMANCE	2148036
MR. FREEZE	2157292
TANGENT COMICS	2157745
HELIX LOGO	2158206
POISON IVY	2159344
BATGIRL	2159345
AQUAMAN	2160609
HELIX	2161348
DC SUPER HEROES LOGO & SUPERMAN, BATMAN & WONDER W	2165794
DC LOGO & SUPERMAN, BATMAN & WONDER WOMAN REPS	2165802
BATMAN & ROBIN	2171937
THE DAILY PLANET	2172075

Schedule 1
Trademarks and Service Marks

UNITED STATES

TrademarkName	Application/ Registration No.
TANGENT	2177515
BAT REP IN QUESTION MARK	2178744
BLACK OPS	2186237
SECRET ORIGINS	2191305
DEFCON 4	2198762
BATCAVE	2201692
SUPERMAN	2204195
DIVINE RIGHT	2204521
DOZER	2204685
NIGHTWING	2209097
S LOGO	2211378
JUSTICE SOCIETY OF AMERICA	2213005
SUPERMAN IN TELESCOPIC	2226026
S LOGO	2226415
MAN OF STEEL	2226436
GROSS POINT	2239417
DESPERADOS	2240757
BATMAN & ROBIN	2245040
BATMAN & ROBIN	2251837
SENSATION COMICS	2259696
WILDCORE	2267345
THE RIDDLER	2275088
UNKNOWN SOLDIER	2285274
TWO FACE	2338899
WS & Design	2340859
DC DIRECT LOGO	2342703
BLACK LIGHTNING	2351673
GRIFTER	2351884
GEN13	2355877
TOP 10	2366984
THE RIDDLER	2401148
BATMAN & ROBIN	2404483
SUPERMAN	2419510
THE RIDDLER	2432437

Schedule 1
Trademarks and Service Marks

UNITED STATES

TrademarkName	Application/ Registration No.
BATMAN	2457655
WS & DESIGN	2478455
BATLINK	2483295
TOMORROW STORIES	2485600
SUPERMAN RIDE OF STEEL	2485624
HITMAN	2486413
BATMAN BEYOND	2491335
GREYSHIRT	2517820
COBWEB	2527854
WITCHING HOUR	2532590
HOUSE OF SECRETS	2544411
JACK B. QUICK	2562124
DC DIRECT Logo	2612993
SMALLVILLE	2626700
BATMAN BEYOND	2643418
FIRST AMERICAN	2648768
BATMAN BEYOND	2649865
FAIRCHILD	2655901
KRYPTONITE	2656768
NANOBOTZ	2667302
BATMAN BEYOND	2688935
CLIFFHANGER!	2705730