

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Miramax Film Corp.		03/29/2005	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	W Acquisition Company LLC		
Street Address:	375 Greenwich Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10013		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2633866	DIMENSION	
Serial Number:	75859995	DIMENSION	
Registration Number:	2705829	DIMENSION	
CORRESPONDENCE DATA			
Fax Number:	(213)430-6407		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(213) 430-8308		
Email:	sgordon@omm.com		
Correspondent Name:	Shari L. Gordon		
Address Line 1:	400 S. Hope Street		
Address Line 2:	18th Floor		
Address Line 4:	Los Angeles, CALIFORNIA 90071-2899		
NAME OF SUBMITTER:	Annie S. Granatstein		
Signature:	/Annie S. Granatstein/		

CH \$90.00 2633866

Date:

06/06/2005

Total Attachments: 5

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TRADEMARK QUITCLAIM AND LICENSE BACK

WHEREAS, W Acquisition Company LLC, a Delaware limited liability company ("Assignee"), desires to acquire all right, title and interest (if any) of Miramax Film Corp. ("Miramax") and Walt Disney Pictures and Television ("Disney") (Miramax and Disney are herein collectively referred to as "Assignors") in and to the Marks (as defined below).

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, effective as of the Effective Date (as defined below) and subject to the terms of the Acquisition Agreement (as defined below), Assignors hereby quitclaim exclusively to Assignee (without representations or warranties of any kind, and subject to Paragraph 9(a) of the Acquisition Agreement) all of Assignors' right, title and interest (if any), whether statutory or at common law, in and to Miramax's trademarks "Dimension," "Dimension Films" and "Dimension Video" and the design and all visual representations of each of the foregoing trademarks, and any and all registrations and applications for each of the foregoing (including those set forth on Schedule A hereto) and all goodwill related to each of the foregoing (collectively, the "Marks").

In consideration of the quitclaim of rights to Assignee hereunder, Assignee (as owner of the Marks pursuant to Paragraph 17. of the Acquisition Agreement) hereby licenses back to Assignors the limited non-exclusive, worldwide, irrevocable, perpetual, royalty-free right to use the Marks in connection with the exploitation of (a) existing films in Miramax's library as of the Effective Date that were previously released under the Marks, (b) the projects set forth on Schedule B attached hereto (the "Scheduled Releases"), and/or (c) any film (including without limitation any film listed on Schedule C attached hereto and any other motion picture, whether produced for television, direct-to-video and/or theatrical release) that is released by Miramax under the Marks on or before September 30, 2005 at a time when either of Robert Weinstein or Harvey Weinstein is Co-Chairman of Miramax (the "Other Releases")(and in connection with the exploitation of any and all allied, ancillary, or subsidiary rights related to the foregoing, including without limitation all merchandising rights (including all forms of merchandise, publishing and interactive product); provided that, for the avoidance of doubt, other than the Scheduled Releases and the Other Releases, such license shall not include the right to use the Marks in connection with any new Derivative Works (as defined in the Acquisition Agreement) which have not already been produced as of the Effective Date.

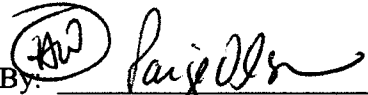
Notwithstanding the foregoing, in the event that Assignee intends to indefinitely discontinue use of the Marks, Assignee shall give Assignors not less than 90 days written notice thereof, and Assignors shall have the right (but not the obligation) (in Assignors' sole discretion) to reacquire all of Assignee's rights to the Marks on a quitclaim basis (i.e., without representations or warranties of any kind) prior to any such discontinuance.

Each of Assignors and Assignee agrees to execute any further papers and to do such other acts (consistent herewith and with the Acquisition Agreement) as may be necessary and proper to vest full title in and to the Marks and other corresponding rights in the Assignee and to vest the license to the Marks described herein and other corresponding rights in the Assignors.

This Trademark Quitclaim and License Back is subject to the terms and conditions of that certain Acquisition Agreement dated as of the Effective Date between Assignors, on the one hand, and Assignee, on the other hand, including all exhibits, schedules, addenda and attachments thereto (collectively, the "Acquisition Agreement").

IN WITNESS WHEREOF, this Trademark Quitclaim and License Back is effective as of the 29th day of March, 2005 (the "Effective Date").

**WALT DISNEY PICTURES AND
TELEVISION, INC.**

By:  _____

Its: **PAIGE W. OLSON
VICE PRESIDENT
BUSINESS AND LEGAL AFFAIRS**

MIRAMAX FILM CORP.

By:  _____

Its: _____

W ACQUISITION COMPANY LLC

By:  _____

Its: _____

Schedule A

Dimension Marks

Canada

<i>Country</i>	<i>Country</i>	<i>Application No.</i>	<i>Registration No.</i>	<i>Trademark Status</i>	<i>Next Renewal Due</i>
<i>Owner</i>	<i>File Reference</i>	<i>Application Date</i>	<i>Registration Date</i>	<i>Substatus</i>	

DIMENSION	Canada	0800777	TMA474797	Registered	Apr 16 2012
Miramax Film Corp.	0107478	Dec 28 1995	Apr 16 1997		
<i>Classes</i>	<i>Goods/Services</i>				
	Operation of a business distributing used video cassettes.				

DIMENSION VIDEO	Canada	0800776	TMA475248	Registered	Apr 28 2012
Miramax Film Corp.	0107478	Dec 28 1995	Apr 28 1997		
<i>Classes</i>	<i>Goods/Services</i>				
	Used video cassettes.				
	Operation of a business distributing used video cassettes.				

United States of America

Country	Country	Application No.	Registration No.	Trademark Status	Next Renewal Due
Owner	File Reference	Application Date	Registration Date	Substatus	

DIMENSION	United States of America	75/849,943	2633866	Registered	Oct 15 2012
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Miramax Film Corp.	9910721	Nov 16 1999	Oct 15 2002		
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Classes

Goods/Services

9

motion picture films featuring comedy, drama, action, adventure, horror, thrillers, suspense, family entertainment and/or animation in the fields of fiction and non-fiction; video recordings featuring full-length motion picture films in the field of comedy, drama, action, adventure, horror, thrillers, suspense, family entertainment and/or animation in the fields of fiction and non-fiction; musical sound recordings

DIMENSION	United States of America	75/859,995		Pending	
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Miramax Film Corp.	9911307	Nov 30 1999		Allowed	
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Classes

Goods/Services

35

E-commerce services, namely, operating on-line marketplaces for sellers of goods and/or services; Dissemination of advertising for others via the Internet; Product merchandising services via the Internet

41

Providing entertainment reference information about the film industry over the Internet via an on-line community web site; Providing an on-line electronic database featuring entertainment reference information about the film industry; Entertainment services, namely, providing a web site featuring movies, movie trailers and on-line computer games via the Internet

DIMENSION	United States of America	75/982,592	2705829	Registered	Apr 15 2013
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Miramax Film Corp.	0204506	Nov 30 1999	Apr 15 2003		
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Classes

Goods/Services

- 35 **electronic retail store services featuring motion picture films, music, clothing, caps, bags, printed materials, glassware and promotional merchandise, all related to registrant's motion picture films**
- 41 **Entertainment services, namely, distribution of motion picture films; Production of musical sound recordings and motion picture film soundtracks; Providing entertainment reference information about films, actors, directors, background on films and the film industry via the Internet; Providing entertainment news via the Internet (Based on Intent to Use) Providing entertainment reference information about the film industry over the Internet via an on-line community web site; Providing an on-line electronic database featuring entertainment reference information about the film industry; Entertainment services, namely, providing a web site featuring movies, movie trailers and on-line computer games via the Internet**