

02-01-2006

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To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1.3600

1. Name of conveying party(ies):

BLACK ENTERTAINMENT TELEVISION, INC.

- Individual(s)
- General Partnership
- Corporation- State: District of Columbia
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) November 30, 2005

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: HARLEQUIN ENTERPRISES LIMITED

Internal _____

Address: _____

Street Address: 225 Duncan Mill Road

City: Toronto

State: Province of Ontario

Country: Canada Zip: M3B 3K9

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Province of Ontario
- Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See Attached Schedule "A"

B. Trademark Registration No.(s)

See Attached Schedule "A"

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Byron F. Marchant, General Counsel, EVP and CAO

Internal Address: Black Entertainment Television

Street Address: One BET Plaza
1235 W Street, N.E.

City: Washington

State: D.C. Zip: 20018-1211

Phone Number: 202-608-2037

Fax Number: 202-608-2509

Email Address: donna.cooper@bet.net

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 140.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Scott Mills

Signature

11/30/05

Date

Total number of pages including cover sheet, attachments, and document: 3

01/31/2006 BYRNE 00000282 1909288 Name of Person Signing

01 FC:8521
02 FC:8522

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment/Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

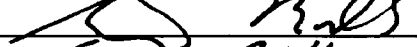
TRADEMARK ASSIGNMENT

WHEREAS, Black Entertainment Television, Inc., a District of Columbia corporation (the "Assignor"), located at One BET Plaza, 1235 W Street, N.E., Washington, D.C. 20018-1211, is the owner of the trademarks listed in the attached Schedule A (hereinafter, the "Trademarks");




WHEREAS, Harlequin Enterprises Limited, a corporation organized and existing under the laws of the Province of Ontario (the "Assignee"), located at 225 Duncan Mill Road, Toronto, Ontario Canada, M3B 3K9, is desirous of acquiring the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the identified applications and/or registrations therefor, and with all claims arising out of or relating to the use or ownership of the Trademarks.

Black Entertainment Television, Inc.

By: 
Name: Scott Bills
Title: EUP's CFO
Date: 11/30/05

SCHEDULE "A" TO TRADEMARK ASSIGNMENT AGREEMENT

COUNTRY	TRADEMARKS	APPL. NO.	REG. NO.	FILING DATE	STATUS	REG. DATE
United States	ARABESQUE	74,480,219	1,909,288	January 14, 1994	Registered (Principal Register)	August 1, 1995
United States	Arabesque Design: 	74,535,512	1,902,694	June 9, 1994	Registered (Principal Register)	June 9, 1994
United States	New Spirit Design (N): 	78,591,743		March 21, 2005	Pending (Principal Register)	
United States	SEPIA	78,572,881		February 23, 2005	Pending (Principal Register)	
United States	Sepia Design: 	78,572,883		February 23, 2005	Pending (Principal Register)	