

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
Alliance Atlantis Communications Inc.		08/12/2007	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	6798535 Canada Inc.
Street Address:	121 Bloor Street East
Internal Address:	Suite 1500
City:	Toronto
State/Country:	ONTARIO
Postal Code:	M4W3M5
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2324007	A
Registration Number:	2314584	A
Registration Number:	1862046	ALLIANCE
Registration Number:	1831153	ALLIANCE
Registration Number:	1908870	ALLIANCE
Registration Number:	1872285	ALLIANCE
Registration Number:	1723481	ATLANTIS

CORRESPONDENCE DATA

Fax Number: (202)434-7400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: snweller@mintz.com
 Correspondent Name: Susan Neuberger Weller
 Address Line 1: 701 Pennsylvania Avenue N.W.

CH \$190.00 2324007

Address Line 2: Suite 900
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	Susan Neuberger Weller
Signature:	/Susan Neuberger Weller/
Date:	11/29/2007

Total Attachments: 15

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CONFIRMATORY ASSIGNMENT OF TRADE-MARKS

WHEREAS Alliance Atlantis Communications Inc., the full post office address of whose principal office or place of business is 121 Bloor Street East, Suite 1500, Toronto, Ontario M4W3M5, CANADA (the "Assignor"), is the owner of the trade-marks found on Schedule A and is the partial owner of the trade-marks found on Schedule B (the trade-marks found on Schedules A and B are together the "Trade-marks");


AND WHEREAS 6798535 Canada Inc., the full post office address of whose principal office or place of business is 121 Bloor Street East, Suite 1500, Toronto, Ontario M4W3M5, CANADA (the "Assignee"), is desirous of acquiring from the Assignor all of the right, title and interest in and to the Trade-marks together with the goodwill associated with the Trade-marks;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, the Assignor confirms that, pursuant to the Asset And Share Transfer Agreement dated August 13, 2007 between the Assignor and the Assignee, the Assignor has assigned and transferred and by these presents does assign and transfer unto the Assignee, its successors and assigns, effective as of August 13, 2007, all of its right, title and interest in and to the Trade-marks, including all rights in respect of all wares and services in association with which the Trade-marks may have been used, together with all right of action resulting from any adverse use of the Trade-marks or any confusingly similar trade-marks prior to the date of this assignment, and the right to claim such relief as is appropriate, together with the goodwill of the business carried on in association with the said Trade-marks, the same to be held by the Assignee, its successors and assigns as fully and effectually as they would have been held by the Assignor had this assignment and transfer not been made.

The Assignor agrees that, at the request and expense of the Assignee, the Assignor will execute and deliver to the Assignee such further documents as may be reasonably necessary to allow the Assignee to record this assignment and to protect and enforce its rights in the Trade-marks.



EXECUTED before me at the City)
of Toronto, in the Province of)
Ontario on the 12th day of)
August, 2007.)
)
Notary Public in and for the Province of)
Ontario)

ALLIANCE ATLANTIS
COMMUNICATIONS INC.

By: 
Name: _____
Title:

**SCHEDULE A
TRADE-MARKS**

(Common Law Trade-marks)

Common Law Trade-marks	
Benelux	ATLANTIS Logo
USA	 AAC FACT & Design
USA	AAC KIDS
USA	 AAC KIDS & Design
USA	REAL LIFE STORIES
USA	TOTAL RECALL 2070

(Registered or Applied For Trade-marks)

Registered or Applied For Trade-marks	

Argentina	A Design	2194368	1781091
Argentina	A Design	2194367	1781090
Argentina	ALLIANCE ATLANTIS	2193130	1.842.772
Australia	A Design	781292	781292
Australia	ALLIANCE ATLANTIS	780213	780213
Australia	LUNAR JIM	1135706	N/A
Austria	A Design	N/A	184124
Austria	ALLIANCE ATLANTIS	7666/98	184129
Benelux	A Design	929016	652211
Benelux	ALLIANCE ATLANTIS	928521	652209
Benelux	Half Sun Design (Atlantis Logo) Class 38 & 41	770296	503580
Brazil	A Design	821506307	821506307
Brazil	A Design	821506285	821506285
Brazil	ALLIANCE ATLANTIS	821506269	821506269
Brazil	ALLIANCE ATLANTIS	821506293	821506293
Canada	A & Design	0690837	TMA425223
Canada	AAC FACT	1063064	TMA570781

Canada	ALLIANCE & Design	0690839	TMA421408
Canada	ALLIANCE ATLANTIS	0898408	TMA549527
Canada	ALLIANCE ATLANTIS & A Design	1194201	N/A
Canada	ALLIANCE ATLANTIS 10 YEARS AS A BROADCASTER & Design	1238709	N/A
Canada	ALLIANCE ATLANTIS CINEMAS	1013435	TMA632967
Canada	ALLIANCE ATLANTIS VIVAFILM	1026143	TMA566616
Canada	ALLIANCE ATLANTIS VIVAFILM & Design	1026144	TMA566615
Canada	ALLIANCE ENTERTAINMENT CORPORATION & Design	00572261	TMA344443
Canada	ATLANTIS	0661597	TMA404238
Canada	DRAGON BOOSTER	1167756	N/A
Canada	DUE SOUTH & Design	0851458	TMA560095
Canada	HENRY'S WORLD	1124465	TMA625872
Canada	I WAS A SIXTH GRADE ALIEN	1016821	TMA562757
Canada	IT'S ABOUT TIME	0861421	TMA519017
Canada	LUNAR JIM	1177762	TMA664776

[REDACTED]				
Canada	LUNAR JIM	1177760	N/A	
Canada	NORTH OF 60	0759701	TMA451566	
Chile	A Design	439498	TMA549,951	
Chile	ALLIANCE ATLANTIS (Class 38 & 41)	439497	TMA549,950	
China	A Design	9800142696	1397658	
China	A Design	9800142695	1388950	
China	ACC KIDS & Design	2001019295	1955968	
China	ALLIANCE ATLANTIS	9800142694	1397657	
China	ALLIANCE ATLANTIS	9800142693	1388942	
CTM	ALLIANCE ATLANTIS & A Design	4424305	4424305	
CTM	LUNAR JIM	004613485	4613485	
Denmark	A Design	va199805381	vr200000509	
Denmark	ALLIANCE ATLANTIS (Class 38 & 41)	VA199805205	VR199903049	
Finland	A Design	t199804185	215532	
Finland	ALLIANCE ATLANTIS	T199803998	218339	
France	A Design	N/A	94514641	
France	ALLIANCE & A Design	N/A	94514640	

ALLIANCE ATLANTIS				
France	ALLIANCE ATLANTIS	N/A	98762801	
Germany	A Design	398 72 829 1	39872829	
Germany	ALLIANCE ATLANTIS	398 70 176.8	39870176	
Hong Kong	A Design	98 17030	199912939	
Hong Kong	A Design	98 17031	199916340	
Hong Kong	ALLIANCE ATLANTIS	98 16381	199912469	
Hong Kong	ALLIANCE ATLANTIS	98 16383	200006886	
Ireland	A Design	N/A	163650	
Ireland	A Design	200335	200335	
Ireland	ALLIANCE & A Design	N/A	163649	
Ireland	ALLIANCE & A Design	N/A	200334	
Ireland	ALLIANCE ATLANTIS	N/A	211529	
Israel	A Design	124647	124647	
Israel	A Design	124646	124646	
Israel	ALLIANCE ATLANTIS	124427	124427	
Israel	ALLIANCE ATLANTIS	124426	124426	

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1998-2002				
Italy	A Design	MI98CO12630	851973	
Italy	ALLIANCE ATLANTIS	MI98CO12232	851632	
Japan	A Design	001721/99	4424629	
Japan	ALLIANCE ATLANTIS	106143	4420883	
Korea	A Design	N/A	56840	
Korea	ALLIANCE ATLANTIS	N/A	57556	
Korea	HENRY'S WORLD	40-2002-26562	N/A	
Korea	HENRY'S WORLD	41-2002-11938	95974	
Malaysia	A Design	98/14636	98014636	
Malaysia	A Design	98/14637	98/14637	
Malaysia	ALLIANCE ATLANTIS	98/14177	98014177	
Malaysia	ALLIANCE ATLANTIS	98/14178	98/14178	
Mexico	A Design	359999	654445	
Mexico	A Design	359998	654234	
Mexico	ALLIANCE ATLANTIS	357699	619013	

[REDACTED]				
Mexico	ALLIANCE ATLANTIS	357698	619013	
Mexico	LUNAR JIM	Cl. 9: 9810779 Cl. 16: 810780 Cl. 25: 810781	N/A	
New Zealand	A Design	302976	302976	
New Zealand	A Design	302975	302975	
New Zealand	ALLIANCE ATLANTIS	302254	302254	
New Zealand	ALLIANCE ATLANTIS	302255	302255	
Norway	A Design	1998.12016	197810	
Norway	ALLIANCE ATLANTIS	N/A	197163	
Peru	A Design	76079	17193	
Peru	A Design	76080	17781	
Peru	ALLIANCE ATLANTIS	75404	18068	
Peru	ALLIANCE ATLANTIS	75405	17511	
Russia	A Design	98719730	187149	
Russia	ALLIANCE ATLANTIS	98719069	206427	
Singapore	A Design	12605/98	T98/12605C	

ALLIANCE ATLANTIS			
Singapore	A Design	12606/98	T98/12606A
Singapore	ALLIANCE ATLANTIS	12333/98	T98/12333Z
Singapore	ALLIANCE ATLANTIS	12334/98	T98/12334H
South Africa	A Design	98/22703	98/22703
South Africa	A Design	98/22702	98/22702
South Africa	ALLIANCE ATLANTIS	98/21921	98/21921
South Africa	ALLIANCE ATLANTIS	98/21920	98/21920
Spain	A Design	N/A	2203732
Spain	A Design	N/A	2203731
Spain	ALLIANCE ATLANTIS	N/A	2200743
Spain	ALLIANCE ATLANTIS	N/A	2200742
Sri Lanka	A Design (Class 38)	91011	N/A
Sri Lanka	A Design (Class 41)	91012	N/A
Sri Lanka	ALLIANCE ATLANTIS	90787	90787
Sri Lanka	ALLIANCE ATLANTIS	90788	90788

		REGISTRATION NO.	REGISTRATION NO.
Sweden	A Design	98 08506	339856
Sweden	ALLIANCE ATLANTIS	98 09197	338615
Switzerland	A Design	10472/1998	462732
Switzerland	ALLIANCE ATLANTIS	10200/1998	461767
Taiwan	A Design	N/A	120991
Taiwan	A Design	87060737	119718
Taiwan	ALLIANCE ATLANTIS	87058624	120956
Taiwan	ALLIANCE ATLANTIS	87058623	117266
Thailand	A Design	378500	SM10135
Thailand	A Design	378499	SM9879
Thailand	ALLIANCE ATLANTIS	378497	SM9879
Thailand	ALLIANCE ATLANTIS	378498	SM10015
UK	A Design	N/A	2128201
UK	A's Design	N/A	2136413
UK	ALLIANCE ATLANTIS	2183808	2183808

[REDACTED]				
UK	STYLISED A LOGO (3 VERSIONS) (Series 3)	2128201	6201	
UK	STYLISED A LOGO (Series No. 1)	2136413	6201	
Uruguay	A Design	N/A	309479	
Uruguay	ALLIANCE ATLANTIS	309285	309285	
USA	A Design	75/637,174	2324007	
USA	A Design	75/639,111	2314584	
USA	AAC FACT	76/180,539	N/A	
USA	ALLIANCE	74/391,130	1862046	
USA	ALLIANCE	74/391,133	1831153	
USA	ALLIANCE & A Design	74/391,131	1908870	
USA	ALLIANCE & A Design	74/391,132	1872285	
USA	ALLIANCE ATLANTIS	75/613,676	N/A	
USA	ALLIANCE ATLANTIS	75/613,688	N/A	
USA	ATLANTIS	74/242,146	1723481	

Trademark Data			
USA	DRAGON BOOSTER	76/521,618	N/A
Venezuela	A Design	23601/98	S-20159
Venezuela	A Design	23602/98	S-20160
Venezuela	ALLIANCE ATLANTIS	22697/98	13.677-S
Venezuela	ALLIANCE ATLANTIS	22698/98	13.678-S

**SCHEDULE B
TRADE-MARKS**

(Common Law Trade-marks)

Common Law Trade-marks	
Malaysia	DRAGON BOOSTER

(Registered or Applied For Trade-marks)

Country	Trade-mark	Application Number	Registered or Applied For
Argentina	DRAGON BOOSTER (Class 9)	2553203	N/A
Argentina	DRAGON BOOSTER (Class 16)	2553204	N/A
Argentina	DRAGON BOOSTER (Class 25)	2553205	N/A
Argentina	DRAGON BOOSTER (Class 28)	2553206	N/A
Argentina	DRAGON BOOSTER (Class 41)	2553207	N/A
Brazil	DRAGON BOOSTER (Class 9)	826.910.769	N/A
Brazil	DRAGON BOOSTER (Class 16)	826.910.777	N/A

[REDACTED]				
Brazil	DRAGON BOOSTER (Class 25)	826.910.785	N/A	
Brazil	DRAGON BOOSTER (Class 28)	826.910.793	N/A	
Brazil	DRAGON BOOSTER (Class 41)	826.910.807	N/A	
Chile	DRAGON BOOSTER (Class 41)	679041	742985	
Chile	DRAGON BOOSTER (Classes 9, 16 and 28)	679040	736186	
CTM	DRAGON BOOSTER	4020202	4020202	
India	DRAGON BOOSTER (Class 28)	1348477	N/A	
India	DRAGON BOOSTER (Class 41)	1337000	N/A	
India	DRAGON BOOSTER (Classes 9, 16, 25)	1348480	N/A	
Madrid	DRAGON BOOSTER	104201	851290	
Madrid (Australia)	DRAGON BOOSTER	1063312	851290	

DRAGON BOOSTER				
Madrid (Japan)	DRAGON BOOSTER	851290	851290	
Madrid (Korea)	DRAGON BOOSTER	851290	851290	
Madrid (Norway)	DRAGON BOOSTER	851290	851290	
Madrid (Russia)	DRAGON BOOSTER	851290	851290	
Peru	DRAGON BOOSTER (Class 16)	220566	104490	
Peru	DRAGON BOOSTER (Class 25)	220455	N/A	
Peru	DRAGON BOOSTER (Class 28)	220565	105410	
Peru	DRAGON BOOSTER (Class 41)	220564	37625	
UK	DRAGON BOOSTER	2372707	2372707	

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