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12-15-1998

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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12-11-98

RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

12/15/1998 SSMITH 00000030 75001553

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01 FC:481 40.00 DP
02 FC:482 25.00 DP
03 FC:484 180.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1778 FRAME: 0601

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75001553"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2041744"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

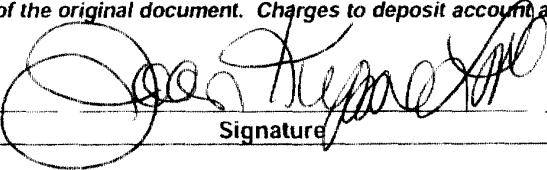
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Joan Kupersmith Larkin
Name of Person Signing



Signature

December 9, 1998
Date Signed

ACKNOWLEDGMENT OF ASSIGNMENT

WHEREAS, InVision Entertainment, Inc., a California corporation, Assignor, has a place of business at 3000 Ocean Park Boulevard, Suite 3045, Santa Monica, California, and is the owner of the following trademarks which are pending or registered in the United States Patent and Trademark Office:

Application Serial No. 75/001,553, filed on October 4, 1995 for THE SECRET FILES OF THE SPY DOGS; and Registration No. 2,041,744, registered on March 4, 1997 for THE SECRET FILES OF THE SPY DOGS; and

WHEREAS, Fox Kids Worldwide, Inc., a Delaware corporation, Assignee, has a business address at 10960 Wilshire Boulevard, Los Angeles, California 90024;

WHEREAS, Assignor transferred to Assignee as the successor to the portion of the ongoing and existing business of the Assignor, to which the marks pertain, all right, title and interest in and to the above-identified marks and the application and registration therefor, together with the goodwill of the business connected with the use of and symbolized by said mark.

WHEREAS, Assignee desires to have a recordable document evidencing said transfer and assignment.

NOW, THEREFORE, in consideration of the foregoing recitals and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor

confirms that it has heretofore transferred, assigned and conveyed to Assignee and hereby assigns and transfers to Assignee, the entire right, title and interest in and to the aforementioned marks and the application and registration therefor, as the successor to that portion of Assignor's business to which the marks pertain, and all goodwill associated therewith.

IN WITNESS WHEREOF, Assignor has executed this Acknowledgment of Assignment.

Dated: December 4, 1998

INVISION ENTERTAINMENT, INC.

By: *Daniel Kletzky*

Name: DANIEL KLETZKY

Title: Pres.