

12-12-2001

1-31-92 **TRADEMARKS ONLY** Patent a



To the Honorable Commissioner of Patents and Trademar

or copy thereof.

101913697

1. Name and Address of Conveying Party(ies):

Warner -Nest Animation
6100 Colwell Blvd.
Irving, Texas 75039

12.7.01

<input type="checkbox"/>	Individual(s)
<input type="checkbox"/>	Association
<input checked="" type="checkbox"/>	General Partnership Delaware
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Corporation -- State: _____
<input type="checkbox"/>	Other: _____
<input type="checkbox"/>	Additional Name(s) of Conveying Party(ies) Attached

2. Name and Address of Receiving Party(ies):

TopNest, L.L.C.
6100 Colwell Blvd.
Irving, Texas 75039

<input type="checkbox"/>	Individual(s)
<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Corporation -- State: _____
<input checked="" type="checkbox"/>	Other: Texas Limited Liability Corporation
<input type="checkbox"/>	Additional Name(s) of Receiving Party(ies) Attached
<input type="checkbox"/>	Assignee is not domiciled in the United States, a Domestic Representative Designation is Attached.

3. Nature of Conveyance:

<input checked="" type="checkbox"/>	Assignment
<input type="checkbox"/>	Security Agreement
<input type="checkbox"/>	Merger
<input type="checkbox"/>	Change of Name
<input type="checkbox"/>	Other: _____

Execution Date:
September 26, 2001

4. Application Number(s) or Registration Number(s):

Trademark Registration No. 1.909,798

5. Name and Address of Party to Whom Correspondence Concerning Documents Should Be Mailed:

Kay Lyn Schwartz
Gardere Wynne Sewell LLP
1601 Elm Street, Suite 3000
Dallas, Texas 75201

214-999-4702 - Telephone
214-999-4667 - Facsimile

12/11/2001 6TON11 00000115 1909798

01 Fee:481

40.00 DP

6. Total Number of Applications and Registrations Involved: 1

7. Total Fee (37 CFR 3.41): \$ 40.00

<input type="checkbox"/>	Previously submitted
<input type="checkbox"/>	Authorized to be Charged to Deposit Account
<input checked="" type="checkbox"/>	Charge Any Deficiencies to Deposit Account

8. Deposit Account Number: 07-0153

9. Statement and Signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attachment copy is a true copy of the original document.

Kay Lyn Schwartz, Reg. No. 39,020

December 3, 2001 Date

Certificate of Mailing

I hereby certify that this Recordation Form Cover Sheet, together with the attached Assignment, is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to the Commissioner for Patents and Trademarks, Washington, DC 20231 on: December 3, 2001 Date

Angela Wilson

Mail To: Commissioner of Patents and Trademarks,
Box ASSIGNMENTS, Washington, D.C. 20231 Total # of Pages Including This Cover Sheet: 3

TRADEMARK ASSIGNMENT

This Assignment is effective as of September 16, 2001, between **WARNER-NEST ANIMATION**, a partnership and doing business at 6100 Colwell Blvd., Irving, Texas 75039 (hereinafter "**ASSIGNOR**") and **TOPNEST, L.L.C.**, a Texas limited liability company doing business at 6100 Colwell Blvd., Irving, Texas 75039 (hereinafter "**ASSIGNEE**").

WHEREAS, ASSIGNOR is the owner of the U.S. Registration No. 1,909,798;

WHEREAS, ASSIGNOR is desirous of transferring and assigning to **ASSIGNEE** all of **ASSIGNOR**'s rights, title and interest in and to the trademark and registration identified by U.S. Registration No. 1,909,798; and

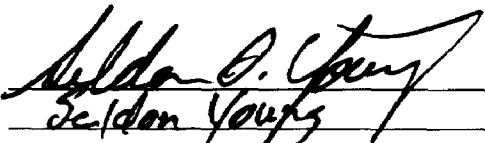
WHEREAS, ASSIGNEE, is desirous of acquiring all **ASSIGNOR**'s rights, title and interest in and to said trademark and registration identified by U.S. Registration No. 1,909,798;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, **ASSIGNOR** agrees as follows:

1. **ASSIGNOR** does hereby sell, assign and transfer to said **ASSIGNEE** all right, title and interest in and to the trademark and registration identified by U.S. Registration No. 1,909,798, together with the goodwill of the business symbolized by the trademarks and registrations identified in the attached Schedule A, and in and to all income, royalties, damages, claims and payments now or hereafter due or payable with respect hereto, and in and to all causes of action, either in law or in equity for past, present or future infringement of said trademark and registration identified in the U.S. Registration No. 1,909,798, and in and to all rights corresponding to the foregoing throughout the world.
2. **ASSIGNOR** shall execute any and all documents reasonably requested by **ASSIGNEE** to effect transfer and recording of the trademarks and registrations to **ASSIGNEE**.

IN WITNESS WHEREOF, ASSIGNOR has caused this Trademark Assignment to be executed by its duly authorized representative as of the date below stated.

WARNER-NEST ANIMATION

By: 
Name: Sheldon Young
Title: _____