

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
International Family Entertainment, Inc., successor-in-interest to MTM Enterprises, Inc.		05/30/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Twentieth Century Fox Film Corporation
Street Address:	10201 West Pico Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90035
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Serial Number:	75131932	SPARKS
Serial Number:	75131931	SPARKS
Serial Number:	75131930	SPARKS
Registration Number:	2226519	SPARKS
Registration Number:	1547706	ST. ELSEWHERE
Registration Number:	1301384	MTM
Registration Number:	1403866	MTM
Registration Number:	2004232	MTM
Registration Number:	1309806	MTM
Registration Number:	1404735	MTM
Registration Number:	1394417	MTM
Serial Number:	75115329	BAILEY KIPPER'S P.O.V.
Serial Number:	75161054	THE CAPE - ADRENALINE FROM THE GROUND UP
Serial Number:	75181791	CAPE GEAR

CH \$565.00 75131932

Serial Number:	74270797	GAME CENTRAL
Serial Number:	74207407	GAME TV
Registration Number:	1360601	LET'S BE CAREFUL OUT THERE
Serial Number:	75140282	MOONSHOT BAR & GRILL
Registration Number:	2485454	THE PRETENDER
Serial Number:	75132130	THE PRETENDER
Serial Number:	75132129	THE PRETENDER
Serial Number:	75115326	WILD ANIMAL GAMES

CORRESPONDENCE DATA

Fax Number: (310)969-3095
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (310) 369-5414
Email: tm@fox.com
Correspondent Name: Jon Del Barrio, Esq.
Address Line 1: P.O.Box 900
Address Line 2: Intellectual Property Dept.
Address Line 4: Beverly Hills, CALIFORNIA 90213-0900

ATTORNEY DOCKET NUMBER:	MTM ASSIGNMENT
NAME OF SUBMITTER:	Beth Allegretti

Total Attachments: 12
source=MTM Assignment - 05302001#page1.tif
source=MTM Assignment - 05302001#page2.tif
source=MTM Assignment - 05302001#page3.tif
source=MTM Assignment - 05302001#page4.tif
source=MTM Assignment - 05302001#page5.tif
source=MTM Assignment - 05302001#page6.tif
source=MTM Assignment - 05302001#page7.tif
source=MTM Assignment - 05302001#page8.tif
source=MTM Assignment - 05302001#page9.tif
source=MTM Confirmation#page1.tif
source=MTM Confirmation#page2.tif
source=MTM Confirmation#page3.tif

ASSIGNMENT OF TRADEMARKS

WHEREAS, International Family Entertainment, Inc., a Delaware corporation, with its address at 500 South Buena Vista Street, Burbank, California 91521 ("Assignor"), as successor-in-interest to the Delaware corporation MTM Enterprises, Inc. ("MTM"), wishes to confirm and ratify MTM's May 30, 2001 assignment to Twentieth Century Fox Film Corporation, a Delaware corporation, with its address at 10201 West Pico Boulevard, Los Angeles, California 90035 ("Assignee") of all right, title and interest in and to the trademarks, trade names, service marks and domain names, including, but not limited to, those which are registered or pending with the United States Patent and Trademark Office and in other jurisdictions:

See Schedule A annexed hereto

WHEREAS, Assignee is desirous of confirming and ratifying its May 30, 2001 acquisition of said registered and unregistered trademarks, trade names, service marks and domain names and the registrations thereof, if any.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor has assigned and does hereby assign, sell and transfer to Assignee nunc pro tunc as of May 30, 2001 its entire right, title and interest in and to the trademarks, trade names, service marks, whether registered or unregistered, as well as all domain names, in all jurisdictions throughout the world, including, but not limited to, the specific trademarks and trade names identified on Schedule A attached hereto and incorporated by reference in its entirety herein, together with the goodwill of the business symbolized by the marks.

INTERNATIONAL FAMILY
ENTERTAINMENT, INC. (ASSIGNOR)

By: 

Name:

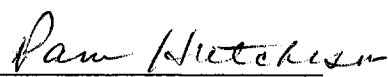
Title:

MARSHA L. REED
ASSISTANT SECRETARY

Witness 1:

By: 

Witness 2:

By: 

STATE OF [California]
) ss.:
COUNTY OF [Los Angeles]

On this 21st day of November, 2003, before me personally appeared Marsha L. Reed to me known who, being by me duly sworn, did depose and say that ~~he~~^{she} is the Asst. Secretary of International Family Entertainment, Inc., as successor-in-interest to MTM Enterprises, Inc., the Assignor, described herein and which executed the foregoing instrument and that he signed his name thereto.

Sheryl T. Perera
Notary Public



STATE OF [_____])
) ss.:
COUNTY OF [_____]

On this ____ day of _____, 2003, before me personally appeared _____, to me known who, being by me duly sworn, did depose and say that he/she executed the foregoing instrument in the capacity of Witness.

Notary Public

SCHEDULE A

MTM – TRADEMARK REGISTRATIONS – WORLDWIDE

MARK NAME AND TYPE	TERRITORY	INTL- CLASS	DOMESTIC CLASS	MULTI -CLASS	REGISTRATION NO.	STATUS
MTM and Design	AUSTRALIA	09			453902	Current
MTM and Design	AUSTRALIA	16			453903	Current
MTM and Design	AUSTRALIA	35			483014	Current
MTM and Design	AUSTRALIA	41			453904	Current
MTM and Design	BENELUX	09		(Multi)	424790	Current
MTM and Design	BENELUX	16		(Multi)	424790	Current
MTM and Design	BENELUX	35		(Multi)	427968	Current
MTM and Design	BENELUX	41		(Multi)	427968	Current
MTM Wordmark	CTM	mm		(Multi)	266825	Current
MTM and Design	CTM	mm		(Multi)	266668	Current
MTM and Design	CTM	mm		(Multi)	318063	Current
MTM Stylized Wordmark	FRANCE	09		(Multi)	1411927	Current
MTM Stylized Wordmark	FRANCE	16		(Multi)	1411927	Current
MTM Stylized Wordmark	FRANCE	35		(Multi)	1411927	Current
MTM Stylized Design	FRANCE	41		(Multi)	1411927	Current

MARK NAME AND TYPE	TERRITORY	INTL-CLASS	DOMESTIC CLASS	MULTI-CLASS	REGISTRATION NO.	STATUS
MTM and Design	FRANCE	09		(Multi)	1411926	Current
MTM and Design	FRANCE	16		(Multi)	1411926	Current
MTM and Design	FRANCE	35		(Multi)	1411926	Current
MTM and Design	FRANCE	41		(Multi)	1411926	Current
MTM and Design	GERMANY	09		(Multi)	1117278	Current
MTM and Design	GERMANY	16		(Multi)	1117278	Current
MTM and Design	GERMANY	35		(Multi)	1117278	Current
MTM and Design	GERMANY	36		(Multi)	1117278	Current
MTM and Design	GERMANY	41		(Multi)	1117278	Current
PRETENDER Wordmark	GERMANY	09		(Multi)	39715770	Current
PRETENDER Wordmark	GERMANY	16		(Multi)	39715770	Current
PRETENDER Wordmark	GERMANY	41		(Multi)	39715770	Current
PRETENDER Wordmark	GERMANY	42		(Multi)	39715770	Current
THE PRETENDER Wordmark	GERMANY	09		(Multi)	Application # 397098375	abandoned
THE PRETENDER Wordmark	GERMANY	16		(Multi)	Application # 397098375	abandoned
THE PRETENDER Wordmark	GERMANY	41		(Multi)	Application # 397098375	abandoned
SPARKS Wordmark	UNITED STATES	09			Application # 75/131932	pending
SPARKS Wordmark	UNITED STATES	16			Application # 75/131931	abandoned

MARK NAME AND TYPE	TERRITORY	INTL- CLASS	DOMESTIC CLASS	MULTI -CLASS	REGISTRATION NO.	STATUS
SPARKS Wordmark	UNITED STATES	25			Application # 75/131930	abandoned
SPARKS Wordmark	UNITED STATES	41			2226519	current
ST. ELSEWHERE Wordmark	UNITED STATES	41			1547706	current
LET'S BE CAREFUL OUT THERE Wordmark	UNITED STATES/CALIFORNIA	09	38		71486	lapsed
LET'S BE CAREFUL OUT THERE Wordmark	UNITED STATES/CALIFORNIA	21	02		71129	lapsed
LET'S BE CAREFUL OUT THERE Wordmark	UNITED STATES/CALIFORNIA	25	39		71130	lapsed
LET'S BE CAREFUL OUT THERE Wordmark	UNITED STATES/CALIFORNIA	41	107		18141	lapsed
MTM and Design	ITALY	09		(Multi)	758993	Current
MTM and Design	ITALY	16		(Multi)	758993	Current
MTM and Design	ITALY	35		(Multi)	758993	Current
MTM and Design	ITALY	41		(Multi)	758993	Current
MTM Wordmark	JAPAN	16	26	(Multi)	2627031	Current
MTM Wordmark	JAPAN	28	24	(Multi)	2102446	Current
MTM and Design	JAPAN	16	26	(Multi)	2702819	Current
MTM and Design	JAPAN	28	24	(Multi)	2142654	Current
MTM and Design	SWEDEN	09		(Multi)	209897	Current

MARK NAME AND TYPE	TERRITORY	INTL-CLASS	DOMESTIC CLASS	MULTI-CLASS	REGISTRATION NO.	STATUS
MTM and Design	SWEDEN	16		(Multi)	209897	Current
MTM and Design	SWEDEN	35		(Multi)	209897	Current
MTM and Design	SWEDEN	41		(Multi)	209897	Current
MTM Wordmark	TAIWAN	41			94051	Current
MTM and Design	TAIWAN	41			94090	Current
MTM and Design	UNITED KINGDOM	09			1284952	Current
MTM and Design	UNITED KINGDOM	16			1284953	Current
MTM and Design	UNITED KINGDOM	35			B1337202	Current
MTM and Design	UNITED KINGDOM	41			1290859	Current
MTM ENTERPRISES, INC. Wordmark	UNITED STATES	41			2117616	current
MTM Stylized Wordmark	UNITED STATES	09		(Multi)	1301384	current
MTM Stylized Wordmark	UNITED STATES	09			1403866	lapsed
MTM Stylized Wordmark	UNITED STATES	41		(Multi)	1301384	current
MTM Wordmark	UNITED STATES	09		(Multi)	2004232	current
MTM Wordmark	UNITED STATES	41		(Multi)	2004232	current
MTM and Design	UNITED STATES	09		(Multi)	1309806	current
MTM and Design	UNITED STATES	09			1404735	lapsed
MTM and Design	UNITED STATES	41			1394417	current

MARK NAME AND TYPE	TERRITORY	INTL-CLASS	DOMESTIC CLASS	MULTI-CLASS	REGISTRATION NO.	STATUS
MTM and Design	UNITED STATES	41		(Multi)	1309806	current
MTM and Design	UNITED STATES/CALIFORNIA	09	38		71128	lapsed
MTM and Design	UNITED STATES/CALIFORNIA	41	107		17817	lapsed

ASSIGNMENT OF TRADEMARKS


WHEREAS, International Family Entertainment, Inc., a Delaware corporation with its address at 500 South Buena Vista Street, Burbank, California 91521 ("Assignor"), as successor-in-interest to the Delaware corporation MTM Enterprises, Inc. ("MTM"), wishes to confirm and ratify MTM's May 30, 2001 assignment to Twentieth Century Fox Film Corporation, a Delaware corporation, with its address at 10201 West Pico Boulevard, Los Angeles, California 90035 ("Assignee") of all right, title and interest in and to the trademarks, trade names, service marks and domain names, including, but not limited to, those which are registered or pending with the United States Patent and Trademark Office and in other jurisdictions:

See Schedule A attached hereto


WHEREAS, Assignee is desirous of confirming and ratifying its May 30, 2001 acquisition of said registered and unregistered trademarks, trade names, service marks and domain names and the registrations thereof, if any.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor has assigned and does hereby assign, sell and transfer to Assignee nunc pro tunc as of May 30, 2001 its entire right, title and interest in and to the trademarks, trade names, service marks, whether registered or unregistered, as well as all domain names, in all jurisdictions throughout the world, including, but not limited to, the specific trademarks and trade names identified on Schedule A attached hereto and incorporated by reference in its entirety herein, together with the goodwill of the business symbolized by the marks.

INTERNATIONAL FAMILY
ENTERTAINMENT, INC. (ASSIGNOR)

By: 
Name:
Title:

Witness 1:

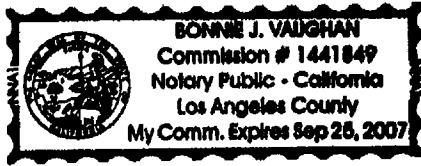
By: 

Witness 2:

By: 

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On June 18, 2004, before me, Bonnie J. Vaughan, a Notary Public, personally appeared Marsha L. Reed, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



Seal

WITNESS my hand and official seal.

Bonnie J. Vaughan

Notary Public

TRADEMARK

REEL: 002913 FRAME: 0026

SCHEDULE A

TRADEMARK SCHEDULE

<u>MARK NAME AND TYPE</u>	<u>INTL. CLASS(S)</u>	<u>REGISTRATION NO./ SERIAL NO.</u>	<u>STATUS</u>
BAILEY KIPPER'S P.O.V.	41	751115,329	Abandoned
THE CAPE ADRENALINE FROM THE GROUND UP	41	75/161,054	Abandoned
CAPE GEAR Wordmark	25	75/181,79 1	Abandoned
CAT'S MEOW Sound Mark	9, 41	2,158,156	Registered
FROWNING FACE Design only	41		Abandoned
GAME CENTRAL Wordmark	38, 41	741270,797	Abandoned
GAME TV Wordmark	38, 41	74/207,407	Abandoned
LET'S BE CAREFUL OUT THERE Wordmark	21, 25, 41	1,360,601	Cancelled
MOONSHOT BAR & GRILL Wordmark	25	75/140,282	Abandoned
THE PRETENDER Wordmark	9	2,485,454	Registered
THE PRETENDER Wordmark	16	751132,130	Abandoned
THE PRETENDER Wordmark	25	751132,129	Abandoned
THE PRETENDER Wordmark	41	2,175,469	Registered
WILD ANIMAL GAMES Wordmark	41	75/1 15,326	Abandoned