

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
Survivors of the Shoah Visual History Foundation		12/31/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	University of Southern California
Street Address:	Doheny Memorial Library 118
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90089-0182
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	2275549	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
Registration Number:	2275548	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
Registration Number:	2273576	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
Registration Number:	2273575	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
Registration Number:	2273674	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
Registration Number:	2273574	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
Registration Number:	2268414	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
Registration Number:	2273577	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION

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Registration Number:	2273673	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
Registration Number:	2275449	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
Registration Number:	2275547	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
Registration Number:	2275450	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
Registration Number:	2186058	PARTNERS IN HISTORY AND THE FUTURE
Registration Number:	2380874	VISUAL HISTORY FOUNDATION
Registration Number:	2397150	VISUAL HISTORY FOUNDATION
Registration Number:	2397146	VISUAL HISTORY FOUNDATION
Registration Number:	2399308	VISUAL HISTORY FOUNDATION
Registration Number:	2397145	VISUAL HISTORY FOUNDATION
Registration Number:	2450664	THE SHOAH FOUNDATION
Registration Number:	2519209	THE SHOAH FOUNDATION
Registration Number:	2450666	THE SHOAH FOUNDATION
Registration Number:	2450665	THE SHOAH FOUNDATION
Registration Number:	2478955	VISUAL HISTORY FOUNDATION

CORRESPONDENCE DATA

Fax Number: (310)552-7031
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 310-551-8755
Email: pto-cc@gibsondunn.com
Correspondent Name: Mandy Robertson-Bora
Address Line 1: 2029 Century Park East, 40th Floor
Address Line 2: Gibson, Dunn & Crutcher LLP
Address Line 4: Los Angeles, CALIFORNIA 90067-3026

ATTORNEY DOCKET NUMBER:	93107-00119
NAME OF SUBMITTER:	Mandy Robertson-Bora
Signature:	/mandy robertson-bora/
Date:	08/16/2006

Total Attachments: 5
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EXECUTION COPY

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS, dated as of December 31, 2005 ("Assignment"), by SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION ("Assignor"), a California non-profit corporation whose business address is 100 Universal City Plaza, Building 5225, Room 149, Universal City, California 91068, in favor of UNIVERSITY OF SOUTHERN CALIFORNIA ("Assignee"), a California non-profit corporation whose business address is University of Southern California, Doheny Memorial Library 118, Los Angeles, California 90089-0182.

WITNESSETH

WHEREAS, Assignor and Assignee are parties to that certain Agreement, dated as of September 20, 2005 (the "Agreement"), pursuant to which Assignor has agreed to contribute, convey, assign, transfer and deliver to Assignee, and Assignee has agreed to accept and acquire from Assignor, all of Assignor's right, title and interest in and to all of the assets of Assignor, including the trademark registrations and trademark applications listed on Schedule A hereto (the "Trademarks"), among other Contributed Assets (as defined in the Agreement).

WHEREAS, Assignor desires to contribute, convey, assign, transfer and deliver to Assignee, and Assignee desires to accept and acquire from Assignor, all of Assignor's right, title and interest in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby contribute, convey, assign, transfer and deliver to Assignee the entire right, title and interest in and to: (i) the Trademarks; (ii) the goodwill of Assignor's non-profit business, symbolized by the Trademarks; and (iii) all income, royalties, damages and payments now or hereafter due or payable with respect thereto, for the Institute's use and enjoyment, and for the use and enjoyment of the Institute's successors, assigns or other legal representatives.

Assignor hereby requests the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner of the Trademarks.

Assignor shall reasonably cooperate with Assignee in executing appropriate assignment documents provided by Assignee required for completing the formalities to secure to Assignee the rights hereby transferred, upon request of Assignee.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be executed as of the date first written above.

SURVIVORS OF THE SHOAH VISUAL HISTORY
FOUNDATION

By: *Gerard Breslauer*
Name: GERARD BRESLAUER
Title: Director

Acknowledged and
Accepted:

UNIVERSITY OF SOUTHERN CALIFORNIA

By: _____
Name: Chrysostomos L. Nikias, Ph.D.
Title: Provost

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be executed as of the date first written above.

SURVIVORS OF THE SHOAH VISUAL HISTORY
FOUNDATION

By: _____
Name:
Title:

Acknowledged and
Accepted:

UNIVERSITY OF SOUTHERN CALIFORNIA

By: C. C. Nikias
Name: Chrysostomos L. Nikias, Ph.D.
Title: Provost

CORRECTED

A SCHEDULE A TO ASSIGNMENT OF TRADEMARKS

Shoah Foundation U.S. Trademarks

Trademark	Reg. No. / (App. No.)	Registration Date / (Filing Date)	Owner	Comments
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION and Design	2275549 (75/403794)	09/07/99 (12/11/97)	The Survivors Of The Shoah Visual History Foundation	Registered
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION and Design	2275548 (75/403786)	09/07/99 (12/11/97)	Survivors Of The Shoah Visual History Foundation	Registered
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION	2273576 (75/384045)	08/31/99 (11/03/97)	Survivors Of The Shoah Visual History Foundation	Registered
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION	2273575 (75/384043)	08/31/99 (11/03/97)	Survivors Of The Shoah Visual History Foundation	Registered
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION and Design	2273674 (75/403787)	08/31/99 (12/11/97)	Survivors Of The Shoah Visual History Foundation	Registered
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION	2273574 (75/384042)	08/31/99 (11/03/97)	Survivors Of The Shoah Visual History Foundation	Registered
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION and Design	2268414 (75/403781)	08/10/99 (12/11/97)	Survivors Of The Shoah Visual History Foundation	Registered
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION	2273577 (75/384047)	08/31/99 (11/03/97)	Survivors Of The Shoah Visual History Foundation	Registered
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION and Design	2273673 (75/403783)	08/31/99 (12/11/97)	Survivors Of The Shoah Visual History Foundation	Registered
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION	2275449 (75/384041)	09/07/99 (11/03/97)	Survivors Of The Shoah Visual History Foundation	Registered

Trademark	Reg. No. / (App. No.)	Registration Date / (Filing Date)	Owner	Comments
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION and Design	2275547 (75/403785)	09/07/99 (12/11/97)	Survivors Of The Shoah Visual History Foundation	Registered
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION	2275450 (75/384044)	09/07/99 (11/03/97)	Survivors Of The Shoah Visual History Foundation	Registered
PARTNERS IN HISTORY AND THE FUTURE	2186058 (75/384046)	09/01/98 (11/03/97)	Survivors Of The Shoah Visual History Foundation	Registered
VISUAL HISTORY FOUNDATION	2380874 (75/665952)	08/29/00 (03/23/99)	Survivors Of The Shoah Visual History Foundation	Registered
VISUAL HISTORY FOUNDATION	2397150 (75/666472)	10/24/00 (03/23/99)	Survivors Of The Shoah Visual History Foundation	Registered
VISUAL HISTORY FOUNDATION	2397146 (75/665951)	10/24/00 (03/23/99)	Survivors Of The Shoah Visual History Foundation	Registered
VISUAL HISTORY FOUNDATION	2399308 (75/666473)	10/31/00 (03/23/99)	Survivors Of The Shoah Visual History Foundation	Registered
VISUAL HISTORY FOUNDATION	2397145 (75/665950)	10/24/00 (03/23/99)	Survivors Of The Shoah Visual History Foundation	Registered
THE SHOAH FOUNDATION	2450664 (75/822758)	05/15/01 (10/14/99)	Survivors Of The Shoah Visual History Foundation	Registered
THE SHOAH FOUNDATION	2519209 (75/822761)	12/18/01 (10/14/99)	Survivors Of The Shoah Visual History Foundation	Registered
THE SHOAH FOUNDATION	2450666 (75/822760)	05/15/01 (10/14/99)	Survivors Of The Shoah Visual History Foundation	Registered
THE SHOAH FOUNDATION	2450665 (75/822759)	05/15/01 (10/14/99)	Survivors Of The Shoah Visual History Foundation	Registered
VISUAL HISTORY FOUNDATION	2478955 75/666474	8/21/01 (3/23/99)	Survivors of the Shoah Visual History Foundation	Registered

SHOAH FOUNDATION COMMUNITY TRADEMARKS

Trademark	Reg. No.	Reg. Date	Owner
PARTNERS IN HISTORY AND THE FUTURE	000731273	10/20/00	Survivors of the Shoah Visual History Foundation
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION and Design	000164384	11/19/98	Survivors of the Shoah Visual History Foundation
SURVIVORS OF THE SHOAH VISUAL HISTORY ARCHIVE	000164343	11/11/98	Survivors of the Shoah Visual History Foundation
SHOAH FOUNDATION	000164376	11/20/98	Survivors of the Shoah Visual History Foundation

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The above additions to this Schedule are hereby ratified and agreed to:

SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION

By: C. Nikias
Chrysostomos L. Nikias, Ph.D.
President

UNIVERSITY OF SOUTHERN CALIFORNIA

By: C. Nikias
Chrysostomos L. Nikias, Ph.D.
Provost

TOTAL P.006

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