

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
Warner Communications Inc.		03/31/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Warner Bros. Entertainment Inc.
Street Address:	4000 Warner Boulevard
City:	Burbank
State/Country:	CALIFORNIA
Postal Code:	91522
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 812

Property Type	Number
Registration Number:	391866
Registration Number:	597341
Registration Number:	597342
Registration Number:	681166
Registration Number:	691063
Registration Number:	859840
Registration Number:	859842
Registration Number:	950381
Registration Number:	966881
Registration Number:	1026466
Registration Number:	1065358
Registration Number:	1090215

CH \$20315.00 75100922

Registration Number:	1097993
Registration Number:	1113242
Registration Number:	1113243
Registration Number:	1123263
Registration Number:	1220348
Registration Number:	1221225
Registration Number:	1228267
Registration Number:	1235144
Registration Number:	1263070
Registration Number:	1280759
Registration Number:	1280778
Registration Number:	1280858
Registration Number:	1284867
Registration Number:	1286233
Registration Number:	1288072
Registration Number:	1288073
Registration Number:	1290368
Registration Number:	1291403
Registration Number:	1291404
Registration Number:	1293091
Registration Number:	1293720
Registration Number:	1294387
Registration Number:	1296272
Registration Number:	1297888
Registration Number:	1297890
Registration Number:	1300078
Registration Number:	1302698
Registration Number:	1302779
Registration Number:	1302815
Registration Number:	1306114
Registration Number:	1460819
Registration Number:	1461924

Registration Number:	1463373
Registration Number:	1464274
Registration Number:	1464603
Registration Number:	1464714
Registration Number:	1489466
Registration Number:	1489468
Registration Number:	1490145
Registration Number:	1492475
Registration Number:	1493244
Registration Number:	1493245
Registration Number:	1493273
Registration Number:	1495169
Registration Number:	1495185
Registration Number:	1495895
Registration Number:	1513686
Registration Number:	1517912
Registration Number:	1518038
Registration Number:	1521037
Registration Number:	1564147
Registration Number:	1566629
Registration Number:	1574797
Registration Number:	1589075
Registration Number:	1795943
Registration Number:	1798801
Registration Number:	1798907
Registration Number:	1822098
Registration Number:	1835926
Registration Number:	1836849
Registration Number:	1838318
Registration Number:	1846790
Registration Number:	1847398
Registration Number:	1868427

Registration Number:	1869296
Registration Number:	1869299
Registration Number:	1869300
Registration Number:	1869692
Registration Number:	1869694
Registration Number:	1869768
Registration Number:	1869769
Registration Number:	1871386
Registration Number:	1872300
Registration Number:	1872559
Registration Number:	1872561
Registration Number:	1872562
Registration Number:	1872563
Registration Number:	1872564
Registration Number:	1872565
Registration Number:	1872566
Registration Number:	1872567
Registration Number:	1872568
Registration Number:	1872569
Registration Number:	1872619
Registration Number:	1873657
Registration Number:	1873917
Registration Number:	1873919
Registration Number:	1873920
Registration Number:	1873921
Registration Number:	1873922
Registration Number:	1873923
Registration Number:	1879566
Registration Number:	1879821
Registration Number:	1879822
Registration Number:	1879823
Registration Number:	1880420

Registration Number:	1888336
Registration Number:	1891695
Registration Number:	1894940
Registration Number:	1898748
Registration Number:	1911156
Registration Number:	1912001
Registration Number:	1914590
Registration Number:	1914630
Registration Number:	1915162
Registration Number:	1916032
Registration Number:	1916145
Registration Number:	1916147
Registration Number:	1916148
Registration Number:	1916170
Registration Number:	1917168
Registration Number:	1917356
Registration Number:	1917388
Registration Number:	1918429
Registration Number:	1927458
Registration Number:	1934349
Registration Number:	1934985
Registration Number:	1946471
Registration Number:	1950585
Registration Number:	1962121
Registration Number:	1967056
Registration Number:	1969611
Registration Number:	1969828
Registration Number:	1969829
Registration Number:	1971247
Registration Number:	1977854
Registration Number:	1978089
Registration Number:	1982818

Registration Number:	1992508
Registration Number:	1997173
Registration Number:	1997174
Registration Number:	1998415
Registration Number:	1998467
Registration Number:	1999334
Registration Number:	2000037
Registration Number:	2001315
Registration Number:	2002980
Registration Number:	2003208
Registration Number:	2003650
Registration Number:	2008787
Registration Number:	2011173
Registration Number:	2017816
Registration Number:	2017978
Registration Number:	2024128
Registration Number:	2025543
Registration Number:	2025564
Registration Number:	2027884
Registration Number:	2030106
Registration Number:	2032383
Registration Number:	2033589
Registration Number:	2035733
Registration Number:	2040725
Registration Number:	2045770
Registration Number:	2046053
Registration Number:	2055596
Registration Number:	2057614
Registration Number:	2062712
Registration Number:	2065809
Registration Number:	2070749
Registration Number:	2075913

Registration Number:	2079988
Registration Number:	2080134
Registration Number:	2082189
Registration Number:	2082190
Registration Number:	2083375
Registration Number:	2083860
Registration Number:	2089292
Registration Number:	2089663
Registration Number:	2094532
Registration Number:	2098064
Registration Number:	2098857
Registration Number:	2101616
Registration Number:	2113882
Registration Number:	2116729
Registration Number:	2116742
Registration Number:	2116746
Registration Number:	2117678
Registration Number:	2119743
Registration Number:	2122767
Registration Number:	2123560
Registration Number:	2128845
Registration Number:	2130049
Registration Number:	2135226
Registration Number:	2136881
Registration Number:	2142373
Registration Number:	2144389
Registration Number:	2146553
Registration Number:	2146554
Registration Number:	2157957
Registration Number:	2181542
Registration Number:	2183242
Registration Number:	2183960

Registration Number:	2185136
Registration Number:	2185281
Registration Number:	2184941
Registration Number:	2186242
Registration Number:	2186340
Registration Number:	2198462
Registration Number:	2198811
Registration Number:	2199647
Registration Number:	2199970
Registration Number:	2204334
Registration Number:	2206986
Registration Number:	2211396
Registration Number:	2223028
Registration Number:	2243129
Registration Number:	2246924
Registration Number:	2246925
Registration Number:	2247971
Registration Number:	2248516
Registration Number:	2249984
Registration Number:	2252243
Registration Number:	2252285
Registration Number:	2252286
Registration Number:	2253249
Registration Number:	2254883
Registration Number:	2257588
Registration Number:	2259705
Registration Number:	2265283
Registration Number:	2268793
Registration Number:	2269316
Registration Number:	2274740
Registration Number:	2278617
Registration Number:	2279294

Registration Number:	2283040
Registration Number:	2283120
Registration Number:	2288194
Registration Number:	2294319
Registration Number:	2312109
Registration Number:	2313863
Registration Number:	2313919
Registration Number:	2313930
Registration Number:	2314073
Registration Number:	2314074
Registration Number:	2314075
Registration Number:	2316644
Registration Number:	2318165
Registration Number:	2318725
Registration Number:	2318726
Registration Number:	2318855
Registration Number:	2319263
Registration Number:	2323646
Registration Number:	2324927
Registration Number:	2350745
Registration Number:	2361291
Registration Number:	2366109
Registration Number:	2367954
Registration Number:	2373501
Registration Number:	2377801
Registration Number:	2383446
Registration Number:	2385851
Registration Number:	2390266
Registration Number:	2403058
Registration Number:	2403804
Registration Number:	2406757
Registration Number:	2411093

Registration Number:	2414304
Registration Number:	2414467
Registration Number:	2414470
Registration Number:	2416026
Registration Number:	2417967
Registration Number:	2419405
Registration Number:	2420532
Registration Number:	2421594
Registration Number:	2421735
Registration Number:	2421736
Registration Number:	2423600
Registration Number:	2423612
Registration Number:	2423721
Registration Number:	2424283
Registration Number:	2424287
Registration Number:	2427174
Registration Number:	2427278
Registration Number:	2430289
Registration Number:	2432724
Registration Number:	2434173
Registration Number:	2434174
Registration Number:	2442974
Registration Number:	2447289
Registration Number:	2447358
Registration Number:	2448325
Registration Number:	2449553
Registration Number:	2450787
Registration Number:	2450788
Registration Number:	2451230
Registration Number:	2453506
Registration Number:	2456083
Registration Number:	2456415

Registration Number:	2456416
Registration Number:	2457302
Registration Number:	2458608
Registration Number:	2459957
Registration Number:	2462101
Registration Number:	2462801
Registration Number:	2464601
Registration Number:	2464653
Registration Number:	2469067
Registration Number:	2469089
Registration Number:	2469364
Registration Number:	2469365
Registration Number:	2469898
Registration Number:	2471345
Registration Number:	2473248
Registration Number:	2475496
Registration Number:	2479341
Registration Number:	2479847
Registration Number:	2479852
Registration Number:	2480077
Registration Number:	2480078
Registration Number:	2480079
Registration Number:	2480080
Registration Number:	2480108
Registration Number:	2480109
Registration Number:	2480110
Registration Number:	2480111
Registration Number:	2480112
Registration Number:	2480839
Registration Number:	2483583
Registration Number:	2483584
Registration Number:	2483585

Registration Number:	2489063
Registration Number:	2489289
Registration Number:	2491030
Registration Number:	2491049
Registration Number:	2491050
Registration Number:	2491427
Registration Number:	2492484
Registration Number:	2492838
Registration Number:	2493484
Registration Number:	2495015
Registration Number:	2497076
Registration Number:	2497077
Registration Number:	2497078
Registration Number:	2497083
Registration Number:	2502729
Registration Number:	2502927
Registration Number:	2505434
Registration Number:	2506165
Registration Number:	2506166
Registration Number:	2508004
Registration Number:	2508007
Registration Number:	2509371
Registration Number:	2509372
Registration Number:	2516387
Registration Number:	2518146
Registration Number:	2518434
Registration Number:	2518435
Registration Number:	2518436
Registration Number:	2520455
Registration Number:	2520748
Registration Number:	2520974
Registration Number:	2522936

Registration Number:	2523036
Registration Number:	2523037
Registration Number:	2523152
Registration Number:	2525903
Registration Number:	2525908
Registration Number:	2526111
Registration Number:	2528301
Registration Number:	2530201
Registration Number:	2530472
Registration Number:	2530520
Registration Number:	2530755
Registration Number:	2536185
Registration Number:	2536234
Registration Number:	2537030
Registration Number:	2538572
Registration Number:	2543431
Registration Number:	2547827
Registration Number:	2548142
Registration Number:	2550436
Registration Number:	2550774
Registration Number:	2552799
Registration Number:	2553505
Registration Number:	2553539
Registration Number:	2553645
Registration Number:	2556865
Registration Number:	2559692
Registration Number:	2560453
Registration Number:	2564250
Registration Number:	2568091
Registration Number:	2568097
Registration Number:	2568098
Registration Number:	2570390

Registration Number:	2574284
Registration Number:	2574410
Registration Number:	2579560
Registration Number:	2583362
Registration Number:	2584004
Registration Number:	2589488
Registration Number:	2592299
Registration Number:	2595064
Registration Number:	2595096
Registration Number:	2595113
Registration Number:	2595437
Registration Number:	2598661
Registration Number:	2598662
Registration Number:	2598663
Registration Number:	2598664
Registration Number:	2599510
Registration Number:	2606402
Registration Number:	2607934
Registration Number:	2621823
Registration Number:	2626658
Registration Number:	2639890
Registration Number:	2643496
Registration Number:	2645821
Registration Number:	2649443
Registration Number:	2649760
Registration Number:	2652315
Registration Number:	2659944
Registration Number:	2663569
Registration Number:	2663767
Registration Number:	2664417
Registration Number:	2669605
Registration Number:	2669876

Registration Number:	2683060
Registration Number:	2685932
Registration Number:	2694139
Registration Number:	2694301
Registration Number:	2695122
Registration Number:	2695982
Registration Number:	2696122
Serial Number:	75100922
Serial Number:	75447835
Serial Number:	75519804
Serial Number:	75556846
Serial Number:	75556847
Serial Number:	75556875
Serial Number:	75556876
Serial Number:	75557834
Serial Number:	75565802
Serial Number:	75581970
Serial Number:	75593429
Serial Number:	75609950
Serial Number:	75609982
Serial Number:	75609984
Serial Number:	75609997
Serial Number:	75609998
Serial Number:	75633747
Serial Number:	75635940
Serial Number:	75636060
Serial Number:	75636063
Serial Number:	75636174
Serial Number:	75636528
Serial Number:	75654155
Serial Number:	75655680
Serial Number:	75655681

Serial Number:	75686110
Serial Number:	75686604
Serial Number:	75707245
Serial Number:	75707362
Serial Number:	75733362
Serial Number:	75741451
Serial Number:	75744463
Serial Number:	75764984
Serial Number:	75768175
Serial Number:	75771723
Serial Number:	75787650
Serial Number:	75796687
Serial Number:	75842516
Serial Number:	75844036
Serial Number:	75847490
Serial Number:	75847900
Serial Number:	75847901
Serial Number:	75847902
Serial Number:	75847903
Serial Number:	75847904
Serial Number:	75847905
Serial Number:	75848017
Serial Number:	75848020
Serial Number:	75852224
Serial Number:	75852351
Serial Number:	75852925
Serial Number:	75857104
Serial Number:	75857105
Serial Number:	75857106
Serial Number:	75857107
Serial Number:	75857108
Serial Number:	75857149

Serial Number:	75857352
Serial Number:	75857353
Serial Number:	75857355
Serial Number:	75857356
Serial Number:	75857357
Serial Number:	75857358
Serial Number:	75857371
Serial Number:	75857752
Serial Number:	75857761
Serial Number:	75857764
Serial Number:	75857765
Serial Number:	75857766
Serial Number:	75857767
Serial Number:	75857769
Serial Number:	75857772
Serial Number:	75857773
Serial Number:	75857783
Serial Number:	75857785
Serial Number:	75857786
Serial Number:	75857789
Serial Number:	75857825
Serial Number:	75857826
Serial Number:	75857827
Serial Number:	75857828
Serial Number:	75857829
Serial Number:	75857830
Serial Number:	75857831
Serial Number:	75857833
Serial Number:	75857834
Serial Number:	75857835
Serial Number:	75857836
Serial Number:	75857837

Serial Number:	75857838
Serial Number:	75857839
Serial Number:	75857841
Serial Number:	75857842
Serial Number:	75857845
Serial Number:	75858019
Serial Number:	75858023
Serial Number:	75858025
Serial Number:	75858026
Serial Number:	75858029
Serial Number:	75858031
Serial Number:	75858032
Serial Number:	75858033
Serial Number:	75858034
Serial Number:	75858042
Serial Number:	75858117
Serial Number:	75858118
Serial Number:	75858121
Serial Number:	75858152
Serial Number:	75858155
Serial Number:	75858156
Serial Number:	75858834
Serial Number:	75861346
Serial Number:	75863984
Serial Number:	75866802
Serial Number:	75869447
Serial Number:	75872100
Serial Number:	75872101
Serial Number:	75872102
Serial Number:	75872121
Serial Number:	75872122
Serial Number:	75872123

Serial Number:	75872124
Serial Number:	75872204
Serial Number:	75872206
Serial Number:	75877824
Serial Number:	75878725
Serial Number:	75878727
Serial Number:	75878729
Serial Number:	75878732
Serial Number:	75878733
Serial Number:	75878736
Serial Number:	75878740
Serial Number:	75878741
Serial Number:	75878742
Serial Number:	75878744
Serial Number:	75878745
Serial Number:	75878746
Serial Number:	75878747
Serial Number:	75878748
Serial Number:	75878749
Serial Number:	75878787
Serial Number:	75878789
Serial Number:	75878792
Serial Number:	75878819
Serial Number:	75879480
Serial Number:	75879481
Serial Number:	75879482
Serial Number:	75879484
Serial Number:	75880742
Serial Number:	75880744
Serial Number:	75880746
Serial Number:	75902331
Serial Number:	75902332

Serial Number:	75902334
Serial Number:	75902335
Serial Number:	75902619
Serial Number:	75920727
Serial Number:	75920728
Serial Number:	76021647
Serial Number:	76030681
Serial Number:	76030682
Serial Number:	76030683
Serial Number:	76030684
Serial Number:	76030685
Serial Number:	76030731
Serial Number:	76030732
Serial Number:	76030733
Serial Number:	76030734
Serial Number:	76030735
Serial Number:	76030736
Serial Number:	76030737
Serial Number:	76030738
Serial Number:	76030739
Serial Number:	76030741
Serial Number:	76030742
Serial Number:	76030743
Serial Number:	76037960
Serial Number:	76042925
Serial Number:	76042926
Serial Number:	76042927
Serial Number:	76061724
Serial Number:	76061964
Serial Number:	76061965
Serial Number:	76083881
Serial Number:	76083883

Serial Number:	76083884
Serial Number:	76083885
Serial Number:	76083886
Serial Number:	76083887
Serial Number:	76125151
Serial Number:	76131883
Serial Number:	76131884
Serial Number:	76134218
Serial Number:	76140355
Serial Number:	76140358
Serial Number:	76140359
Serial Number:	76147077
Serial Number:	76147079
Serial Number:	76147080
Serial Number:	76401359
Serial Number:	76401360
Serial Number:	76401361
Serial Number:	76425081
Serial Number:	76425084
Serial Number:	76425085
Serial Number:	76425086
Serial Number:	76425087
Serial Number:	76441179
Serial Number:	76441665
Serial Number:	76441666
Serial Number:	76462574
Serial Number:	76464060
Serial Number:	76469812
Serial Number:	76482786
Serial Number:	76482925
Serial Number:	76482926
Serial Number:	76482927

Serial Number:	76482928
Serial Number:	76482929
Serial Number:	78000627
Serial Number:	78020566
Serial Number:	78020568
Serial Number:	78020569
Serial Number:	78020778
Serial Number:	78028784
Serial Number:	78028785
Serial Number:	78032185
Serial Number:	78032186
Serial Number:	78032187
Serial Number:	78032188
Serial Number:	78032190
Serial Number:	78034159
Serial Number:	78036550
Serial Number:	78041294
Serial Number:	78041298
Serial Number:	78043025
Serial Number:	78043513
Serial Number:	78045596
Serial Number:	78045607
Serial Number:	78052940
Serial Number:	78052941
Serial Number:	78052944
Serial Number:	78052945
Serial Number:	78052946
Serial Number:	78052947
Serial Number:	78053309
Serial Number:	78053310
Serial Number:	78053316
Serial Number:	78053319

Serial Number:	78053321
Serial Number:	78053323
Serial Number:	78053374
Serial Number:	78053380
Serial Number:	78053382
Serial Number:	78053384
Serial Number:	78053386
Serial Number:	78053388
Serial Number:	78053549
Serial Number:	78053554
Serial Number:	78053807
Serial Number:	78053809
Serial Number:	78053815
Serial Number:	78053818
Serial Number:	78053819
Serial Number:	78053821
Serial Number:	78053828
Serial Number:	78053831
Serial Number:	78055965
Serial Number:	78063474
Serial Number:	78063478
Serial Number:	78063481
Serial Number:	78063638
Serial Number:	78063640
Serial Number:	78065017
Serial Number:	78069018
Serial Number:	78075171
Serial Number:	78076953
Serial Number:	78078718
Serial Number:	78084418
Serial Number:	78091338
Serial Number:	78091345

Serial Number:	78091347
Serial Number:	78091430
Serial Number:	78095297
Serial Number:	78095326
Serial Number:	78098272
Serial Number:	78100212
Serial Number:	78107247
Serial Number:	78110071
Serial Number:	78110074
Serial Number:	78110578
Serial Number:	78112102
Serial Number:	78112105
Serial Number:	78112342
Serial Number:	78112343
Serial Number:	78112344
Serial Number:	78112346
Serial Number:	78112385
Serial Number:	78114666
Serial Number:	78114676
Serial Number:	78114679
Serial Number:	78114689
Serial Number:	78114694
Serial Number:	78114701
Serial Number:	78114705
Serial Number:	78114706
Serial Number:	78114711
Serial Number:	78114713
Serial Number:	78124785
Serial Number:	78124794
Serial Number:	78124796
Serial Number:	78124809
Serial Number:	78124811

Serial Number:	78125753
Serial Number:	78125755
Serial Number:	78125885
Serial Number:	78128688
Serial Number:	78131034
Serial Number:	78131037
Serial Number:	78131041
Serial Number:	78131569
Serial Number:	78133994
Serial Number:	78134094
Serial Number:	78134110
Serial Number:	78134115
Serial Number:	78134116
Serial Number:	78134139
Serial Number:	78134155
Serial Number:	78134159
Serial Number:	78134162
Serial Number:	78134166
Serial Number:	78135234
Serial Number:	78135249
Serial Number:	78135252
Serial Number:	78135256
Serial Number:	78135258
Serial Number:	78137416
Serial Number:	78142378
Serial Number:	78142384
Serial Number:	78142393
Serial Number:	78142398
Serial Number:	78142401
Serial Number:	78143514
Serial Number:	78144673
Serial Number:	78144676

Serial Number:	78144680
Serial Number:	78144683
Serial Number:	78144691
Serial Number:	78144727
Serial Number:	78144738
Serial Number:	78144745
Serial Number:	78144777
Serial Number:	78144782
Serial Number:	78144796
Serial Number:	78144807
Serial Number:	78144908
Serial Number:	78144912
Serial Number:	78144915
Serial Number:	78144930
Serial Number:	78144933
Serial Number:	78144935
Serial Number:	78144939
Serial Number:	78144944
Serial Number:	78151082
Serial Number:	78158376
Serial Number:	78162651
Serial Number:	78162652
Serial Number:	78162655
Serial Number:	78162658
Serial Number:	78162664
Serial Number:	78177935
Serial Number:	78179524
Serial Number:	78181746
Serial Number:	78181750
Serial Number:	78187222
Serial Number:	78194558
Serial Number:	78222632

TRADEMARK

REEL: 002641 FRAME: 0799

CORRESPONDENCE DATA

Fax Number: (818)954-4501

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 818-954-5687

Email: janet.kobrin@warnerbros.com

Correspondent Name: Janet A. Kobrin

Address Line 1: 4000 Warner Boulevard

Address Line 2: Building 156 North, Room 5078

Address Line 4: Burbank, CALIFORNIA 91522

NAME OF SUBMITTER:

Wendy Billingsley

Total Attachments: 3

source=Pg 1.tif

source=pg 2.tif

source=Pg 3.tif

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT dated as of March 31, 2003, made by and among Time Warner Entertainment Company, L.P., a Delaware limited partnership ("TWE"), Warner Communications Inc., a Delaware corporation ("Holdco") and Warner Bros. Entertainment Inc., a Delaware corporation ("WBEI").

WHEREAS, TWE is the owner of a number of the trademark registrations and applications including but not limited to those listed on Schedule 1 attached hereto (the "Marks");

WHEREAS, pursuant to the Intellectual Property Agreement, dated as of August 20, 2002, as amended, between TWE and Holdco, TWE agreed to assign all right, title and interest in and to the Marks and any and all goodwill associated with the Marks to Holdco;

WHEREAS, pursuant to the Intellectual Property Assignment, dated as of the date hereof, between Holdco and WBEI, Holdco agreed to assign all right, title and interest in and to the Marks and all goodwill associated with the Marks to WBEI; and

WHEREAS, the parties wish to record the foregoing assignments with the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

TRANSFER FROM TWE TO HOLDCO

TWE hereby sells, transfers, assigns, and otherwise conveys to Holdco, all of TWE's right, title, and interest in and to each of the Marks, along with each of the following:

1. the goodwill of the business symbolized by and associated with the Marks;
2. that portion of TWE's business in connection with which it has a bona fide intent to use those Marks that were filed on an intent-to-use basis and for which an Amendment to Allege Use or a Statement of Use has not yet been filed and accepted by the relevant Trademark Office or other governing authority; and
3. all rights to proceeds of the foregoing, including, without limitation, any claim by TWE against third parties for past, present, or future infringement of the Marks.

TRANSFER FROM HOLDCO TO WBEI

Holdco hereby sells, transfers, assigns, and otherwise conveys to WBEI, all of Holdco's right, title, and interest in and to each of the Marks, along with each of the following:

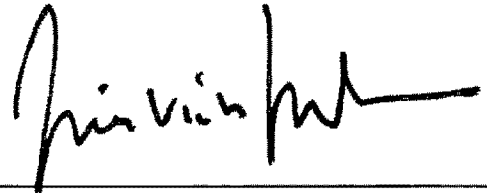
1. the goodwill of the business symbolized by and associated with the Marks;
2. that portion of Holdco's business in connection with which it has a bona fide intent to use those Marks that were filed on an intent-to-use basis and for which an Amendment to Allege Use or a Statement of Use has not yet been filed and accepted by the relevant Trademark Office or other governing authority; and
3. all rights to proceeds of the foregoing, including, without limitation, any claim by Holdco against third parties for past, present, or future infringement of the Marks.

TRADEMARK

REEL: 002641 FRAME: 0802

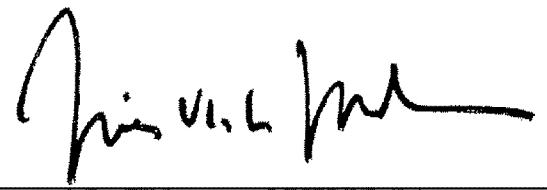
The parties have caused this Trademark Assignment to be duly executed and authorized as of the date hereof.

TIME WARNER
ENTERTAINMENT COMPANY,
L.P.

By: 

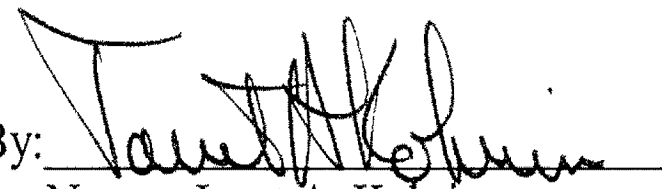
Name: Nils Victor Montan
Title: Assistant Secretary of
Warner Communications Inc, a
general partner of Time Warner
Entertainment Company, L.P.

WARNER COMMUNICATIONS
INC.

By: 

Name: Nils Victor Montan
Title: Assistant Secretary

WARNER BROS.
ENTERTAINMENT INC.

By: 

Name: Janet A. Kobrin

Title: ~~VICE PRESIDENT~~
VICE PRESIDENT