

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
DreamWorks L.L.C.		10/27/2004	LTD LIAB JT ST CO: DELAWARE

RECEIVING PARTY DATA	
Name:	DreamWorks Animation L.L.C.
Street Address:	1000 Flower Street
City:	Glendale
State/Country:	CALIFORNIA
Postal Code:	91201
Entity Type:	LTD LIAB JT ST CO: DELAWARE

PROPERTY NUMBERS Total: 82

Property Type	Number	Word Mark
Registration Number:	2023304	PDI
Registration Number:	2088559	DREAMWORKS
Registration Number:	2118854	PACIFIC DATA IMAGES
Registration Number:	2124688	PDI
Registration Number:	2269792	INVASION AMERICA
Registration Number:	2316906	DREAMWORKS RECORDS
Registration Number:	2326951	DREAMWORKS
Registration Number:	2404894	DREAMWORKS
Registration Number:	2416011	DREAMWORKS SKG
Registration Number:	2448038	ANTZ
Registration Number:	2453863	CHICKEN RUN
Registration Number:	2457467	DREAMWORKS
Registration Number:	2470638	CHICKEN RUN
Registration Number:	2487847	GOLD AND GLORY: THE ROAD TO EL DORADO

CH \$2065.00 2023304

Registration Number:	2489327	PRINCESS FIONA
Registration Number:	2489328	LORD FARQUAAD
Registration Number:	2553888	SHREK
Registration Number:	2564097	CHICKEN RUN
Registration Number:	2586563	SHREK FAIRY TALE FREAKDOWN
Registration Number:	2589581	TOONSYLVANIA
Registration Number:	2594275	SHREK
Registration Number:	2596916	DREAMWORKS
Registration Number:	2599238	DULOC
Registration Number:	2617695	SHREK
Registration Number:	2632505	INVASION AMERICA
Registration Number:	2636584	SHREK
Registration Number:	2644242	PDI DREAMWORKS
Registration Number:	2663856	ESPERANZA
Registration Number:	2665088	DREAMWORKS
Registration Number:	2669627	SPIRIT, STALLION OF THE CIMARRON
Registration Number:	2716116	THE SPIRIT STALLION OF THE CIMARRON COLLECTION
Registration Number:	2748529	LOOK FOR THE MARK
Registration Number:	2761527	RAIN
Registration Number:	2830417	ALIENATORS: EVOLUTION CONTINUES
Registration Number:	2841122	SINBAD: LEGEND OF THE SEVEN SEAS
Registration Number:	2848805	SHREK 4-D PRESENTED IN OGRE-VISION
Registration Number:	2848859	SHREK 4-D
Registration Number:	2851704	SHREK 4D
Registration Number:	2865457	
Registration Number:	2865459	S
Registration Number:	2428314	DREAMWORKS INTERACTIVE
Serial Number:	76127528	CHAKULAN
Serial Number:	76246239	MADAGASCAR
Serial Number:	76258058	ALIENATORS: EVOLUTION CONTINUES
Serial Number:	76261724	RUN TORTOISE RUN
Serial Number:	76261725	RUN MORRIS RUN
Serial Number:	76321829	OUT OF SIBERIA
Serial Number:	76410702	REX HAVOC
Serial Number:	76410703	THE BROMELIAD

Serial Number:	76411577	FLUSHED AWAY
Serial Number:	76411670	OVER THE HEDGE
Serial Number:	76439637	RATROPOLIS
Serial Number:	76457345	THE WANDERER
Serial Number:	76472154	PUSS IN BOOTS
Serial Number:	76473756	GINGY
Serial Number:	76486605	FATHER OF THE PRIDE
Serial Number:	76486828	FATHER OF THE PRIDE
Serial Number:	76488183	GINGY'S POP SHOP
Serial Number:	76514153	THE LOVE ARK
Serial Number:	76529718	2
Serial Number:	76530808	MIKE OF ARABIA
Serial Number:	76530811	URBAN SWAMP WEAR
Serial Number:	76530872	HOUSEBREAKERS
Serial Number:	76544281	DREAMWORKS A SHARK'S TALE
Serial Number:	76544282	GINGY'S FUN FACTORY
Serial Number:	76544283	GINGYLAND
Serial Number:	76545588	FAIRY TALE FUGITIVES
Serial Number:	76545589	PRINCE CHARMING
Serial Number:	76546395	DREAMWORKS SHARK TALE
Serial Number:	76547047	REX HAVOC AND THE ATOMICS
Serial Number:	76548634	HOUSEBROKEN
Serial Number:	76548635	DREAMWORKS ANOTHER SHARK TALE
Serial Number:	76550608	THE BUNGLES
Serial Number:	76569828	GIANT GINGY
Serial Number:	76573662	KUNG FU PANDA
Serial Number:	76580047	DREAMWORKS ANIMATION
Serial Number:	76581181	MADAGASCAR
Serial Number:	78409807	DREAMWORKS ANIMATION
Serial Number:	78411232	DREAMWORKS ANIMATION
Serial Number:	78480464	MADAGASCAR
Serial Number:	78485455	DREAMWORKS ANIMATION SKG
Serial Number:	78485486	DREAMWORKS ANIMATION SKG

CORRESPONDENCE DATA

TRADEMARK
REEL: 002966 FRAME: 0917

Fax Number: (818)695-3140
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 8186956671
Email: cfriedman@dreamworksanimation.com
Correspondent Name: DreamWorks Animation L.L.C.
Address Line 1: 1000 Flower Street
Address Line 4: Glendale, CALIFORNIA 91201

NAME OF SUBMITTER:

Cheryl Friedman

Total Attachments: 27

source=DWA Assignment#page1.tif
source=102904 DWA Trademarks - US Only_01#page1.tif
source=102904 DWA Trademarks - US Only_02#page1.tif
source=102904 DWA Trademarks - US Only_03#page1.tif
source=102904 DWA Trademarks - US Only_04#page1.tif
source=102904 DWA Trademarks - US Only_05#page1.tif
source=102904 DWA Trademarks - US Only_06#page1.tif
source=102904 DWA Trademarks - US Only_07#page1.tif
source=102904 DWA Trademarks - US Only_08#page1.tif
source=102904 DWA Trademarks - US Only_09#page1.tif
source=102904 DWA Trademarks - US Only_10#page1.tif
source=102904 DWA Trademarks - US Only_11#page1.tif
source=102904 DWA Trademarks - US Only_12#page1.tif
source=102904 DWA Trademarks - US Only_13#page1.tif
source=102904 DWA Trademarks - US Only_14#page1.tif
source=102904 DWA Trademarks - US Only_15#page1.tif
source=102904 DWA Trademarks - US Only_16#page1.tif
source=102904 DWA Trademarks - US Only_17#page1.tif
source=102904 DWA Trademarks - US Only_18#page1.tif
source=102904 DWA Trademarks - US Only_19#page1.tif
source=102904 DWA Trademarks - US Only_20#page1.tif
source=102904 DWA Trademarks - US Only_21#page1.tif
source=102904 DWA Trademarks - US Only_22#page1.tif
source=102904 DWA Trademarks - US Only_23#page1.tif
source=102904 DWA Trademarks - US Only_24#page1.tif
source=102904 DWA Trademarks - US Only_25#page1.tif
source=102904 DWA Trademarks - US Only_26#page1.tif

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

WHEREAS, DreamWorks L.L.C., a limited liability company organized and existing under the laws of the State of Delaware ("Assignor"), is the owner of the entire right, title and interest in and to the United States trademarks and service marks set forth in Schedule A attached hereto and incorporated by reference herein, together with the goodwill of the business associated therewith; and

WHEREAS, pursuant to that certain Separation Agreement dated as of October 27, 2004 between and among Assignor, DreamWorks Animation LLC, a limited liability company organized and existing under the laws of the State of Delaware ("Assignee") and DreamWorks Animation SKG, Inc., a corporation organized and existing under the laws of the State of Delaware, Assignor has sold to Assignee, and Assignee has purchased, certain assets of the business of Assignor; and

WHEREAS, with respect to those trademarks and service marks set forth in Schedule A attached hereto that are the subject of pending intent-to-use applications in the United States Patent and Trademark Office, Assignee is the successor, pursuant to the Separation Agreement, to the portion of Assignor's business to which the marks pertain, and such portion is ongoing and existing;

WHEREAS, Assignee desires to acquire all right, title and interest in and to the trademarks and service marks set forth in Schedule A, together with the goodwill of the business associated therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignor, Assignor hereby irrevocably assigns, sells, and transfers to Assignee all of Assignor's right, title, and interest in and to the trademarks and service marks set forth in Schedule A in the United States, together with the goodwill of its business associated therewith, and the right to sue in Assignee's own name on all claims for past damages and all other legal and equitable relief for infringement or dilution of any of such marks, or unfair competition pertaining to any of such marks, that may have accrued to Assignor prior to the date of this assignment.

Assignor hereby covenants and agrees that it will execute and deliver to Assignee such additional documents, and perform such further acts, as are necessary to enable Assignee to record the assignment of such marks, or otherwise to perfect or confirm this assignment and Assignee's rights in the assigned marks.

IN WITNESS WHEREOF, Assignor has caused this instrument to be signed by its duly authorized officer as shown below.

Dated: October 27, 2004

DREAMWORKS L.L.C.

By: 

Its: _____

DreamWorks Animation L.L.C. U.S. Trademark Applications and Registrations

29-Oct-04

Trademark	Classes	Status	Filing Date	Application Number	Registration Number
ALIENATORS: EVOLUTION CONTINUES					
<i>United States of America</i>					
	9, 16, 25, 28, 41	Allowed	5/15/2001	76/258058	
ALIENATORS: EVOLUTION CONTINUES & HORIZONTAL DESIGN					
<i>United States of America</i>					
	9, 16, 25, 28, 41	Registered	6/1/2001	76/265734	2,830,417
ANTZ					
<i>United States of America</i>					
	9, 16, 28	Registered	5/9/1997	75/289136	2,448,038
CHAKULAN					
<i>United States of America</i>					
	9,16,25,28	Allowed	9/12/2000	76/127528	
CHICKEN RUN					
<i>United States of America</i>					
	14,18,20,21,24	Registered	5/7/1999	75/699389	2,453,863
	9	Registered	4/2/1999	75/673343	2,564,097
	16, 25, 28	Registered	4/2/1999	75/980425	2,470,638
DESIGN OF THE NUMBER 2 WITH EARS					
<i>United States of America</i>					
	9, 16, 25, and 28	Published	7/17/2003	76/529718	
DREAMWORKS					
<i>United States of America</i>					
	28	Registered	1/9/1995	74/619364	2,326,951
	6,8,12,14,16,18,20,21,22,24,25	Registered	1/9/1995	75/975436	2,404,894
	9,41	Registered	1/19/1995	74/619363	2,457,467
	41	Registered	5/30/1995	74/681496	2,088,559
DREAMWORKS A SHARK'S TALE					
<i>United States of America</i>					
	9, 16, 25, and 28	Published	9/12/2003	76/544281	
DREAMWORKS AND DESIGN OF BOY FISHING IN THE MOON					
<i>United States of America</i>					
	14	Registered	6/7/2000	75/981274	2,665,088
	8,9,12,16,18,20,21,22,24,25,28	Registered	6/7/2000	76/067567	2,596,916
DREAMWORKS ANIMATION AND CLOUD DESIGN					
<i>United States of America</i>					
	9 and 41	Pending	4/30/2004	78/411232	

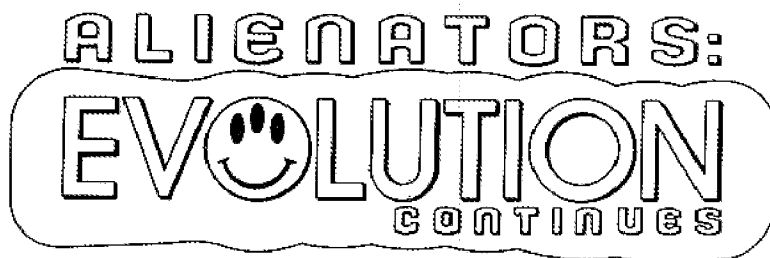
Trademark	Classes	Status	Filing Date	Application Number	Registration Number
DREAMWORKS ANIMATION AND DESIGN OF BOY IN THE MOON					
<i>United States of America</i>					
	9 and 41	Pending	4/28/2004	78/409807	
	9 and 41	Pending	3/8/2004	76/580047	
DREAMWORKS ANIMATION SKG AND DESIGN (BLUE)					
<i>United States of America</i>					
	9, 16, 25, 28, & 41	Pending	9/17/2004	78/485486	
DREAMWORKS ANIMATION SKG AND DESIGN (COLOR)					
<i>United States of America</i>					
	9, 16, 25, 28, & 41	Pending	9/17/2004	78/485455	
DREAMWORKS ANOTHER SHARK TALE					
<i>United States of America</i>					
	9, 16, 25, and 28	Published	10/3/2003	76/548635	
DREAMWORKS INTERACTIVE					
<i>United States of America</i>					
	9	Registered	12/21/1999	75/878196	2428314
DREAMWORKS RECORDS & DESIGN					
<i>United States of America</i>					
	9, 16, 25	Registered	7/22/1996	75/137656	2,316,906
DREAMWORKS SHARK TALE					
<i>United States of America</i>					
	9, 16, 25, and 28	Published	9/22/2003	76/546395	
DREAMWORKS SKG & DESIGN					
<i>United States of America</i>					
	9,41	Registered	1/12/1995	74/620379	2,416,011
DULOC					
<i>United States of America</i>					
	28	Registered	2/6/2001	76/205975	2,599,238
ESPERANZA					
<i>United States of America</i>					
	28	Registered	3/8/2000	75/938664	2,663,856
FAIRY TALE FUGITIVES					
<i>United States of America</i>					
	25	Pending	9/17/2003	76/545588	
FANCIFUL "S" DESIGN					
<i>United States of America</i>					
	9, 16, 25, & 28	Registered	12/19/2001	76/351326	2,865,459
FATHER OF THE PRIDE					
<i>United States of America</i>					
	41	Published	2/3/2003	76/486605	
	9, 16, 25, and 28	Published	2/3/2003	76/486828	

Trademark	Classes	Status	Filing Date	Application Number	Registration Number
FLUSHED AWAY <i>United States of America</i>	9, 16, 25, 28	Published	5/23/2002	76/411577	
GIANT GINGY <i>United States of America</i>	9, 16, 25, 28	Pending	1/13/2004	76/569828	
GINGY <i>United States of America</i>	9, 16, 25, & 28	Pending	12/10/2002	76/473756	
GINGY'S FUN FACTORY <i>United States of America</i>	35	Published	9/12/2003	76/544282	
GINGY'S POP SHOP <i>United States of America</i>	43	Published	2/7/2003	76/488183	
GINGYLAND <i>United States of America</i>	35	Published	9/12/2003	76/544283	
GOLD AND GLORY: THE ROAD TO EL DORADO <i>United States of America</i>	9,16	Registered	8/25/1997	75/345739	2,487,847
HOUSEBREAKERS <i>United States of America</i>	9, 16, 25, and 28	Published	7/18/2003	76/530872	
HOUSEBROKEN <i>United States of America</i>	9, 16, 25, and 28	Published	10/3/2003	76/548634	
INVASION AMERICA <i>United States of America</i>	16	Registered	9/19/1996	75/981598	2,632,505
INVASION AMERICA & DESIGN <i>United States of America</i>	41	Registered	11/14/1997	75/390446	2,269,792
KUNG FU PANDA <i>United States of America</i>	9, 16, 25, 28	Pending	2/3/2004	76/573662	
LOOK FOR THE MARK <i>United States of America</i>	9, 28	Registered	4/9/2002	76/393800	2,748,529

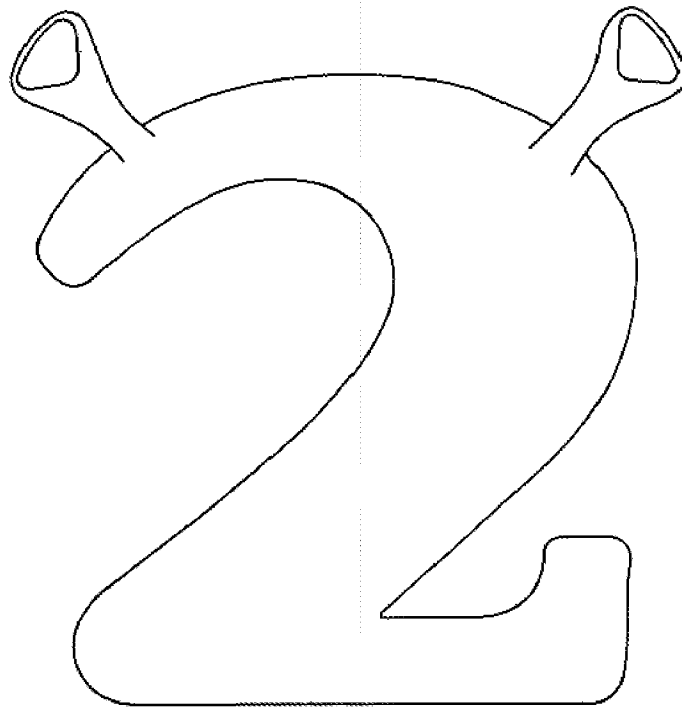
Trademark	Classes	Status	Filing Date	Application Number	Registration Number
LORD FARQUAAD <i>United States of America</i>	28	Registered	3/8/2000	75/938667	2,489,328
MADAGASCAR <i>United States of America</i>	9 16, 25, 28	Pending Allowed	3/15/2004 4/25/2001	76/581181 76/246239	
MADAGASCAR LOGO <i>United States of America</i>	9, 16, 25, & 28	Pending	9/8/2004	78/480464	
MIKE OF ARABIA <i>United States of America</i>	9, 16, 25, and 28	Allowed	7/18/2003	76/530808	
OUT OF SIBERIA <i>United States of America</i>	9, 16, 25, 28	Allowed	10/5/2001	76/321829	
OVER THE HEDGE <i>United States of America</i>	9, 25, 28	Allowed	5/23/2002	76/411670	
PACIFIC DATA IMAGES <i>United States of America</i>	42	Registered	5/6/1996	75/054095	2,118,854
PDI <i>United States of America</i>	42	Registered	8/10/1995	74/713576	2,023,304
PDI & DESIGN <i>United States of America</i>	42	Registered	8/10/1995	74/713577	2,124,688
PDI DREAMWORKS AND DESIGN <i>United States of America</i>	42	Registered	5/3/2001	76/250981	2,644,242
PRINCE CHARMING <i>United States of America</i>	28	Published	9/17/2003	76/545589	
PRINCESS FIONA <i>United States of America</i>	28	Registered	3/8/2000	75/938666	2,489,327
PUSS IN BOOTS <i>United States of America</i>	9, 16, 25, and 28	Pending	11/27/2002	76/472154	

Trademark	Classes	Status	Filing Date	Application Number	Registration Number
RAIN	<i>United States of America</i> 28	Registered	11/18/2002	76/467809	2,761,527
RATROPOLIS	<i>United States of America</i> 9, 16, 25, & 28	Published	8/13/2002	76/439637	
REX HAVOC	<i>United States of America</i> 9, 16, 28	Published	5/22/2002	76/410702	
REX HAVOC AND THE ATOMICS	<i>United States of America</i> 9, 16, 25, and 28	Published	9/22/2003	76/547047	
RUN MORRIS RUN	<i>United States of America</i> 9, 16, 25, 28	Allowed	5/23/2001	76/261725	
RUN TORTOISE RUN	<i>United States of America</i> 9, 16, 25, 28.	Allowed	5/23/2001	76/261724	
SHREK	<i>United States of America</i> 9,16,25,28 14,18,20,21	Registered Registered	5/3/2000 8/4/2000	76/040789 76/103750	2,553,888 2,636,584
SHREK 4-D AND CHARACTER DESIGN	<i>United States of America</i> 16, 18, 25, and 41	Registered	11/18/2002	76/467808	2,851,704
SHREK 4-D AND DESIGN	<i>United States of America</i> 41	Registered	11/18/2002	76/467802	2,848,859
SHREK 4-D PRESENTED IN OGRE VISION	<i>United States of America</i> 41	Registered	10/23/2002	76/460576	2,848,805
SHREK AND DESIGN	<i>United States of America</i> 14, 18, 20, 21 9, 16, 25, 28	Registered Registered	8/7/2001 6/28/2001	76/296709 76/278673	2,594,275 2,617,695
SHREK EARS DESIGN	<i>United States of America</i> 9, 16, 25, 28	Registered	12/14/2001	76/350792	2,865,457
SHREK FAIRY TALE FREAKDOWN	<i>United States of America</i> 9	Registered	1/19/2001	76/196868	2,586,563

Trademark	Classes	Status	Filing Date	Application Number	Registration Number
SINBAD: LEGEND OF THE SEVEN SEAS <i>United States of America</i>	9, 16, 28	Registered	5/31/2002	76/419961	2,841,122
SPIRIT STALLION OF THE CIMARRON COLLECTION, THE <i>United States of America</i>	9,16,25,28	Registered	4/26/2000	76/036435	2,716,116
SPIRIT, STALLION OF THE CIMARRON <i>United States of America</i>	9,16,25,28	Registered	1/5/2000	75/889899	2,669,627
THE BROMELIAD <i>United States of America</i>	9, 16, 25, 28	Allowed	5/22/2002	76/410703	
THE BUNGLES <i>United States of America</i>	9, 16, 25, & 28	Published	10/9/2003	76/550608	
THE LOVE ARK <i>United States of America</i>	9, 16, 25, and 28	Allowed	5/12/2003	76/514153	
THE WANDERER <i>United States of America</i>	9, 16, 25, & 28	Pending	10/10/2002	76/457345	
TOONSYLVANIA & DESIGN <i>United States of America</i>	9	Registered	1/29/2001	76/097797	2,589,581
URBAN SWAMP WEAR <i>United States of America</i>	25 and 28	Allowed	7/18/2003	76/530811	



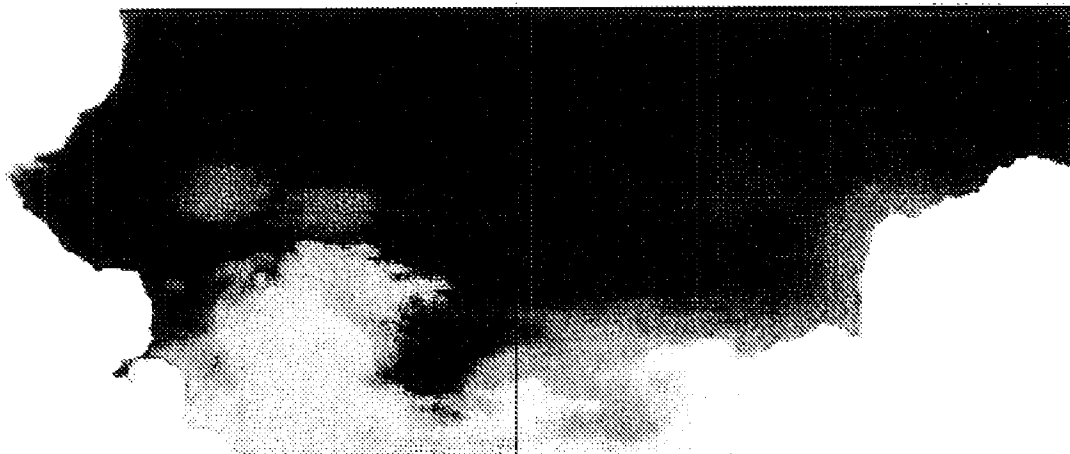
DESIGN OF THE NUMBER 2 WITH EARS



*DREAMWORKS AND
DESIGN OF BOY FISHING IN THE MOON*



*DREAMWORKS ANIMATION AND
CLOUD DESIGN*



DREAMWORKS

ANIMATION



DREAMWORKS
ANIMATION

*DREAMWORKS ANIMATION SKG
AND DESIGN (BLUE)*

ANIMATION SKG™

DREAMWORKS

**TRADEMARK
REEL: 002966 FRAME: 0931**

*DREAMWORKS ANIMATION SKG
AND DESIGN (COLOR)*

**DREAMWORKS
ANIMATION SKG™**

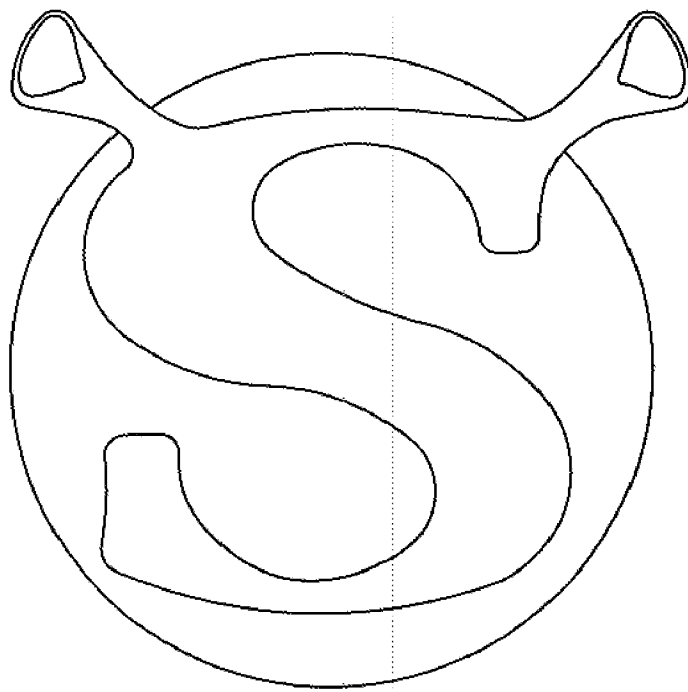
TRADEMARK
REEL: 002966 FRAME: 0932





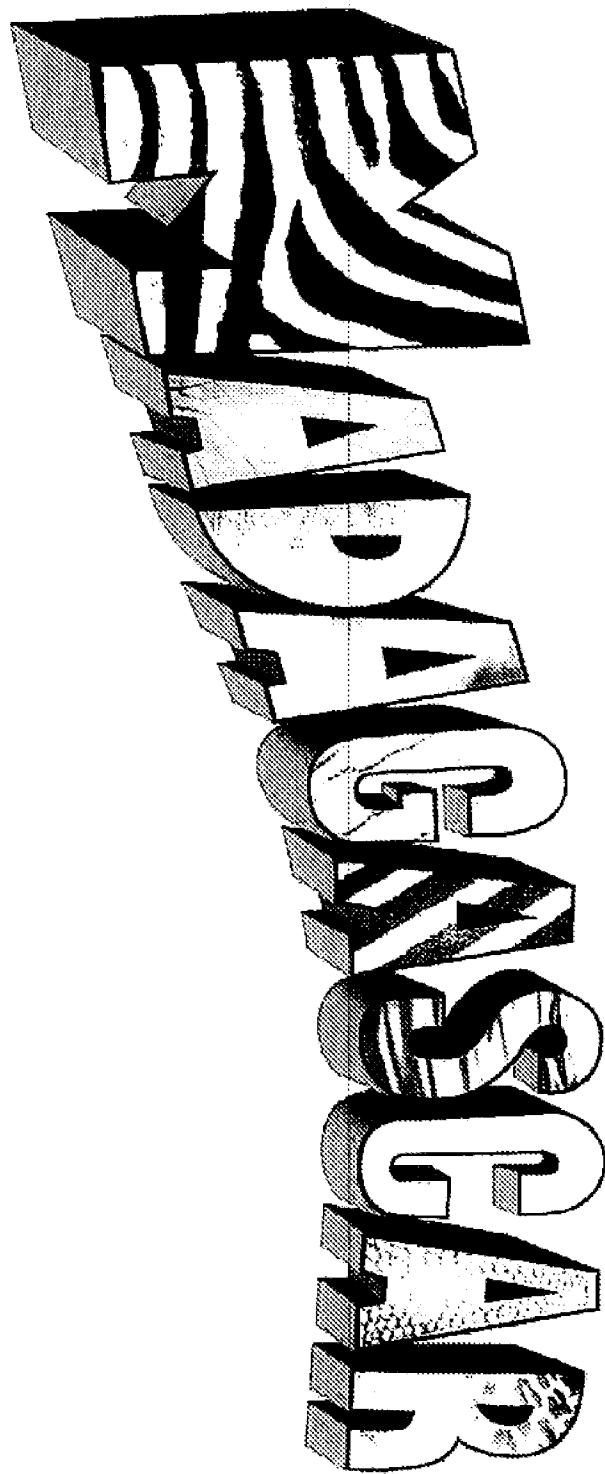
DREAMWORKS
SKG

FANCIFUL "S" DESIGN





INVASION
a m e r i c a





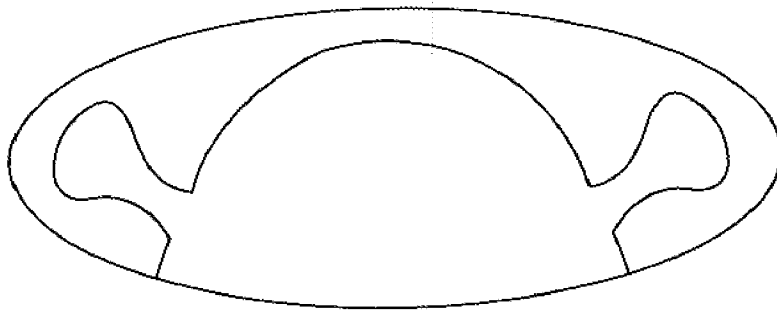






SHREK

SHREK EARS DESIGN



Toonsylvania