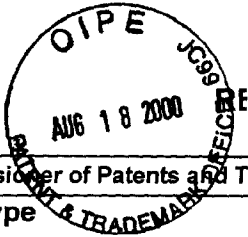


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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

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Document ID # _____

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Reel # _____ Frame # _____

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Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Month Day Year _____

Merger

Change of Name _____

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name ARTISAN ENTERTAINMENT INC. Execution Date 04/24/00
Month Day Year

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name DISTANT CORNERS.COM, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 24 WEST DRIVE

Address (line 2) _____

Address (line 3) PLANDOME NEW YORK 11030
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Organization DELAWARE

09/13/2000 MTHAI1 00000236 75742700
01 FC:481 40.00 DP

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TRADEMARK
REEL: 002134 FRAME: 0727

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/742,700"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.) #

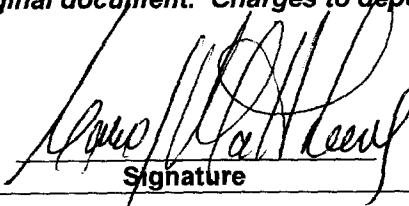
Deposit Account Number:

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Carol L. B. Matthews
Name of Person Signing


Signature

17 August 00
Date Signed

ASSIGNMENT

Whereas, Artisan Entertainment Inc., a Delaware corporation, having a principal business address at 2700 Colorado Avenue, 2nd Floor, Santa Monica, CA 90404 (hereinafter "Assignor") is the owner of the following application in the United States Patent and Trademark Office: Serial No. 75/742,700 filed July 2, 1999 for the mark DISTANT CORNERS for goods and services in International Classes 9, 14, 16, 18, 25, 28, 35 & 41;

Whereas, Distant Corners.com, Inc., a Delaware corporation, having a principal business address at 24 West Drive, Plandome, New York 11030 (hereinafter "Assignee") is desirous of acquiring the aforesaid trademark and servicemark, and the U.S. application therefor, Serial No. 75/742,700, together with the goodwill symbolized by the mark and that portion of the business to which the mark pertains;

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, transfer and assign to Assignee all rights, title and interest in and to the aforesaid mark DISTANT CORNERS, Application Serial No. 75/742,700, the goodwill symbolized by the mark, and that portion of the business to which the mark pertains.

Assignor further assigns to Assignee all right to sue for and receive all damages accruing from past infringement of the mark.

This Assignment shall be binding upon the parties, their successors and/or assigns, and all others acting by, through, with or under their direction, and all those in privity therewith.

ARTISAN ENTERTAINMENT INC.

BY: 
Kenneth D. Schapiro

TITLE: Executive Vice President

DATE: 4/24/2000