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ET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

07-12-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #01 ner of Pa

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attached original documents or copy hereof.

1. Name of conveying party(ies):

Real World Enterprises, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Oregon
- Other

Additional name(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies):

Name: Viacom International, Inc.

Address: 1515 Broadway
New York, New York 10036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & addresses attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: May 11, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s).
1,870,593

Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Patrick Boisson

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:.....1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient)**

8. Deposit account number:

23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

9. 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.

Patrick Boisson
Name of Person Signing

Boisson
Signature

7/12/2000
Date

Total number of pages comprising cover sheet: _____

ASSIGNMENT

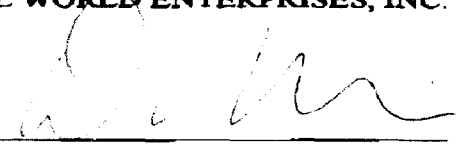
WHEREAS, Real World Enterprises, Inc., a corporation organized under the laws of the State of Oregon and doing business at 526 S.W. Westwood Drive, Portland, Oregon ("Assignor") is the owner of U.S. Reg. No. 1,870,593 for REAL WORLD in Class 25 (the "Registration"), a copy of which is attached as Exhibit A hereto;

WHEREAS, Viacom International Inc., a Delaware Corporation having its principal place of business at 1515 Broadway, New York, NY 10036 ("Assignee"), is desirous of acquiring the Registration and all associated goodwill therein and all rights now owned by Assignor in the mark REAL WORLD;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the REAL WORLD mark and the Registration, and all constituent elements thereof, the goodwill of the business symbolized by said mark and Registration, and all claims that could be asserted by Assignor arising out of or relating to the use or ownership of the Mark and Registration, including but not limited to the right to sue for past infringement.

Date: 5-11-00

REAL WORLD ENTERPRISES, INC.

By: 

Name: DAVID ROBINSON

Title: PRESIDENT