FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

5-24-51

06-21-2001



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U.S. Department of Commerce

Patent and Trademark Office

TRADEMARK

TRADEMARKS ONLY			
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).			
Submission Type Conveyance Type			
X New X Assignment License			
Resubmission (Non-Recordation) Security Agreement Nunc Pro Tunc Assignment			
Document ID # Effective Date			
Correction of PTO Error Merger Month Day Year 12/12/2000			
Change of Name			
Corrective Document Reel # Frame # Other			
Conveying Party Mark if additional names of conveying parties attached Execution Date			
Name GOOSEHEAD - GOOSEHEAD.COM, INC.			
Formerly			
Individual General Partnership Limited Partnership X Corporation Association			
Other			
X Citizenship/State of Incorporation/Organization DELAWARE			
Receiving Party Mark if additional names of receiving parties attached			
Name MGM TELEVISION ENTERTAINMENT INC.			
TIGHT TEREVISION ENTERTED TO			
DBA/AKA/TA			
Company of			
Composed of			
Address (line 1) 2500 BROADWAY STREET			
Address (line 2)			
Address (line 3) SANTA MONICA CALIFORNIA 90404-3061			
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			
X Corporation Association appointment of a domestic			
Other Contract of the contract			
X Citizenship/State of Incorporation/Organization DELAWARE			
FOR OFFICE USE ONLY			
06/21/2001 LMUELLER 00000018 132985 75910705 01 FC:481 40.00 CH			

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatery Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information PMARK

REEL: 002317 FRAME: 0218

FORM PTO- Expires 06/30/99 OMB 0651-0027	1618B Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK	
Domestic Representative Name and Address Enter for the first Receiving Party only.			
Name			
Address (line 1)			
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Correspondent Name and Address Area Code and Telephone Number (310) 449-3198			
Name	DEBI COLEMAN-DABBS		
Address (line 1)	2500 BROADWAY STREET		
Address (line 2)	SANTA MONICA, CALIFORNIA 90404-3061		
Address (line 3)		A. A. T.	
Address (line 4)			
Pages	Enter the total number of pages of the attached conveyance document including any attachments.	# 1	
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)			
75-910785			
Number of Properties Enter the total number of properties involved. #			
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00			
Method of Payment: Enclosed Deposit Account X Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 13-2985			
	Authorization to charge additional fees: Ye	s X No	

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

Statement and Signature

indicated herein.
Mary Biebel

Senior Vice President Legal Division

Name of Person Signing

Signature Date Signed

May 23, 2001

ASSIGNMENT

WHEREAS, GOOSEHEAD, a corporation organized under the State of Delaware as GOOSEHEAD.COM, INC. and having its principal place of business at 4370 Tujunga Boulevard, Suite 130, Studio City, California 91604 ("GOOSEHEAD"), does hereby sell, assign and set over absolutely unto MGM TELEVISION ENTERTAINMENT, INC., a company duly incorporated under the laws of the state of Delaware, and having its principal place of business at 2500 Broadway Street, Santa Monica, California 90404-3061, its successors and assigns("MGM"), all its right, title and interest, and the goodwill associated therewith, in and to the following trademark: WHATEVER, including but not limited to, its U.S. Trademark Application No. 75-910,785 ("WHATEVER"), subject to and in accordance with the terms of that certain Term Sheet dated August 11, 2000 (and as subsequently revised).

AND WHEREAS, for the purpose of registration and by way of further assurance, MGM has requested GOOSEHEAD to execute and deliver this Assignment.

NOW THEREFORE, for good and valuable consideration by it received, the said GOOSEHEAD hereby confirms that it does hereby sell, assign and set over unto MGM, all its right, title and interest in and to the aforesaid trademark and any registrations or applications relating thereto, together with the goodwill in the said trademark, with the intent that such trademark and registrations and applications shall be fully vested in the name

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TRADEMARK REEL: 002317 FRAME: 0220 of MGM, it successors and assigns, as and from the 12^{th} day of December, 2000.

IN WITNESS WHEREOF, GOOSEHEAD has executed this Assignment, at the City of Studio City, State of California, this _____ day of _____, 2001.

"GOOSEHEAD"

GOOSEHEAD.COM, INC.

a Delaware corporation

By:

Name: Mark Schilder

Title: CEO

Name: Ashley Power

Title: President

By: Willielle Schulder

Name: Michelle Schilder

Title: Treasurer

By. ______

Name: Pat Galvin

Title: Secretary

By:

Name: Michelle Schilder for Ashley Power

Title: Guardian of Ashley Power

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RECORDED: 05/24/2001

TRADEMARK REEL: 002317 FRAME: 0221