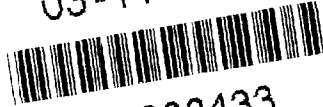


MRD

2/21/2

03-11-2002



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Tab Settings

To the Honorable Commissioner of Patents and Trademarks

Send original documents or copy thereof.

1. Name of conveying party(ies):

ILC Licensing Corporation, S.A.
5 Boulevard de la Foire
L-2013, Luxembourg

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Luxembourg
 Other:

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

Name and address of receiving party(ies):

Name: DISNEY ENTERPRISES, INC.

Internal Address: _____

Street Address: 500 South Buena Vista Street

City: Burbank State: CA ZIP: 91521

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) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Execution Date: November 10, 2000

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

1,964,330; 0,251,816; 0,746,696

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

Name: THE WALT DISNEY COMPANY

Internal Address: Attn: Barbara J. Quinn, Esq.

Street Address: 500 South Buena Vista Street

City: Burbank State: CA ZIP: 91521

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 120.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-0130

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

03/08/2002 DBYRME 00000037 230130 1964330

01 FC:481 40.00 CH
 02 FC:482 50.00 CH

DO NOT USE THIS SPACE

FEB 21 2002

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.

Barbara J. Quinn
 Attorney for Assignee

Name of Person Signing

2/6/2002

Signature Date

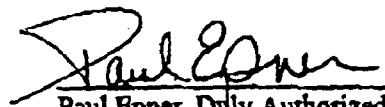
Total number of pages comprising cover sheet: 1

TRADEMARK ASSIGNMENT

WHEREAS, ILC Licensing Corporation, S.A., a Luxembourg corporation with its principal place of business located at 5 Boulevard de la Foire, L-2013, Luxembourg, is the owner of the trademarks, registrations and applications listed on the CINDERELLA Trademark Registration List attached hereto (the "Marks and Registrations");

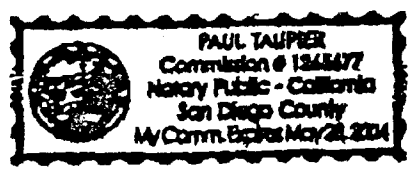
WHEREAS, Disney Enterprises, Inc., a Delaware corporation with its principal place of business located at 500 South Buena Vista Street, Burbank, California 91521, wishes to acquire the Marks and Registrations, together with the goodwill associated with the Marks and Registrations;


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged by the parties, ILC assigns, transfers and conveys to Disney Enterprises, Inc. all rights and title to, and ownership interests in, the Marks and Registrations, together with the goodwill associated with the Marks and Registrations.


Paul Epner, Duly Authorized Representative
ILC Licensing Corporation, S.A.
5 Boulevard de la Foire, L-2013
Luxembourg

State of California)
)ss:
County of San Diego)

SWORN TO and SUBSCRIBED before me on this 10th day of November, 2000, by Paul Epner, Duly Authorized Representative of ILC Licensing Corporation, S.A., who is personally known to me.




Paul Taupier, Notary Public
My Commission Expires: May 28, 2004

ATTACHMENT "C"

Country	Trademark	Class	Appl Nbr	Reg Nbr	Appl Date	Reg Date	Status
AUSTRALIA	CINDERELLA	1-25		A530720		3/14/1990	REGISTERED
AUSTRALIA	CINDERELLA	1-28		A572883		2/21/1992	REGISTERED
AUSTRALIA	CINDERELLA & Coach devi	1-25		A531160		3/22/1990	REGISTERED
AUSTRALIA	CINDERELLA & Coach devi	1-25		A572884		2/21/1992	REGISTERED
CANADA	Coach device	1-25	206 169	A530721		3/14/1990	REGISTERED
CHILE	CINDERELLA	1-25	406-980	UCA 35745	3/5/1983	2/16/1990	REGISTERED
CURACAO	CINDERELLA	1-25		408,980		5/25/1993	REGISTERED
GREAT BRITAIN	CINDERELLA	1-25		3968		12/16/1959	REGISTERED
GREAT BRITAIN	CINDERELLA	1-25		844,055		1/18/1983	REGISTERED
GREAT BRITAIN	CINDERELLA	1-25 (N-38)		217,035		8/11/1990	REGISTERED
GREECE	CINDERELLA	1-25		1,435,890		6/17/1962	REGISTERED
GUATEMALA	Pumpkin Coach device	1-25	28857	26,657	3/11/1961	11/6/1990	REGISTERED
HONG KONG	CINDERELLA	1-25		12300-30-40		7/16/1959	REGISTERED
ITALY	CINDERELLA	1-25		417,960	4/12/1960	5/21/1962	REGISTERED
JAPAN	CINDERELLA	1-25		361,468		9/30/1993	REGISTERED
JAPAN	CINDERELLA	Japan Cl. 17	93398/1990	2582919		3/31/1993	REGISTERED
JAPAN	CINDERELLA	Japan Cl. 23	107725/1990	2512294		10/28/1993	REGISTERED
JAPAN	CINDERELLA	Old Cl. 36	206198/1991	575185		8/31/1993	REGISTERED
JAPAN	Pumpkin Coach device	Japan Cl. 17	93400/1990	2520193		6/22/1982	REGISTERED
JAPAN	Pumpkin Coach device	Japan Cl. 22	93401/1990	2590623		11/18/1959	REGISTERED
JAPAN	Pumpkin Coach device	Japan Cl. 23	107726/1990	2587559		7/2/1990	REGISTERED
MALAYSIA	CINDERELLA	1-25		M/37858		3/13/1967	REGISTERED
NEW ZEALAND	CINDERELLA	1-25		65069		4/10/1947	REGISTERED
PAKISTAN	CINDERELLA	1-25		37110		10/13/1997	REGISTERED
PANAMA	CINDERELLA	1-25		6708		10/13/1997	REGISTERED
S.W. AFRICA (NAMIBIA)	CINDERELLA	1-25		67,086		10/13/1997	REGISTERED
SINGAPORE	CINDERELLA	1-25		30893		10/13/1997	REGISTERED
SOUTH AFRICA	CINDERELLA (Style)	1-25		1026147		10/13/1997	REGISTERED
TAIWAN	CINDERELLA	Old Intl Cl. 38		14,997		9/15/1992	ABANDONED
TAIWAN	CINDERELLA	1-20	86052824	829206		3/28/1986	REGISTERED
TAIWAN	CINDERELLA	1-25	840917			3/12/1963	REGISTERED
TAIWAN	CINDERELLA	1-24	86052823	829351		1/15/1929	ABANDONED
TAIWAN	CINDERELLA	1-30	827675			10/24/1978	REGISTERED
TAIWAN	CINDERELLA	1-25	231694			6/23/1982	ABANDONED
THAILAND	CINDERELLA	1-16	74-020,381			6/21/1984	REGISTERED
U.S.	CINDERELLA	1-25	74-020,377		8/3/1982		
U.S.	CINDERELLA	1-25	143,166		1/16/1990		
U.S.	CINDERELLA	1-25	74688265		4/28/1962		
U.S.	CINDERELLA & Coach devi	1-25	271,373		6/9/1995		
U.S.	CINDERELLA & Design	1-14	149,712		8/22/1928		
U.S.	CINDY'S THINGS	1-25	74-089,856		11/23/1977		
U.S.	Pumpkin Coach device	1-16	74-089,856		8/20/1990		
U.S.	Pumpkin Coach device	1-25	74-089,858		8/20/1990		