

09-20-2002



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ATION FORM COVER SHEET
DEMARKS ONLY

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Atlas Media Corp.

181602

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

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

2. Name and address of receiving party(ies)

Name: Time Warner Entertainment Company, L.P.

Internal Address: _____

Street Address: 75 Rockefeller Plaza

City: New York State: NY Zip: 10019

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 2, 2002

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

A. Trademark Application No.(s)

76/125151

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Avis Frazier-Thomas, Esq.

Internal Address: _____

Street Address: 4000 Warner Blvd.

156N RM: 5076

City: Burbank State: CA Zip: 91522

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-0445

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

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.

Avis Frazier-Thomas

Name of Person Signing

Signature

August 7, 2002

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

09/19/2002 6TON11 00000199 230445 76125151

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TRADEMARK
REEL: 002585 FRAME: 0940

TRADEMARK ASSIGNMENT


WHEREAS, **ATLAS MEDIA CORP.**, a corporation organized under the laws of the state of New York, with a business address at 148 W. 37th St. NY has adopted, used and is using, and is the owner of the following trademark for which an application is pending in the United States Trademark Office:

<i>Trademark</i>	<i>Application No.</i>	<i>Filed</i>
SPEND IT FAST and Design	76/125151	September 11, 2000

WHEREAS, **TIME WARNER ENTERTAINMENT COMPANY, L.P.**, a limited partnership organized under the laws of the state of Delaware, with a business address at 75 Rockefeller Plaza, New York, New York 10019 is desirous of acquiring said trademarks and the applications therefor,

NOW, THEREFORE, in view of the foregoing and for good and valuable consideration, the receipt of which is hereby acknowledged, **ATLAS MEDIA CORP.** hereby assigns to **TIME WARNER ENTERTAINMENT COMPANY, L.P.** all right, title and interest in and to said trademark and said application therefor, together with the goodwill of the business symbolized by said trademark and said application to register said trademarks.

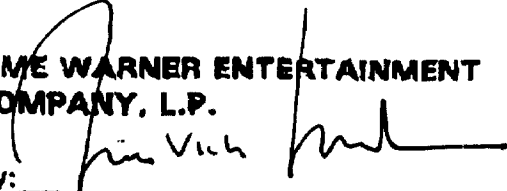
The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registration to said assignee, **TIME WARNER ENTERTAINMENT COMPANY, L.P.**

By: 

Name: BRUCE DAVID KLEIN

Title: PRESIDENT & EXEC. PROD.

Date: 8/2/02

TIME WARNER ENTERTAINMENT COMPANY, L.P.
By: 

Name: Nils Victor Montan

Title: Assistant Secretary

Date: August 7, 2002