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Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 06/30/2005)

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04-11-2003



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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):

Paragon Communications
160 Inverness Drive West
Englewood, CO 80112

4-7-03

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

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

3. Nature of conveyance:

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

Execution Date: January 17, 2003

2. Name and address of receiving party(ies)

Name: Warner Communications Inc.
Internal Address: _____
Address: _____

Street Address: 75 Rockefeller Plaza

City: New York State: NY Zip: 10019

- 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

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

A. Trademark Application No.(s)
PLEASE SEE ATTACHED SCHEDULE.

B. Trademark Registration No.(s)
PLEASE SEE ATTACHED SCHEDULE.

Additional number(s) attached? Yes No

1528757

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

Name: Elizabeth Moody, Esq.

Internal Address: _____

Paul, Weiss, Rifkind, Wharton & Garrison LLP

Street Address: _____

1285 Avenue of the Americas

City: New York State: NY Zip: 10019-6064

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

04/10/2003 DBYRNE 00000139 1528757

DO NOT USE THIS SPACE

01 FC: 3521
02 FC: 3522

Statement and signature. 40.00 OP
125.00 OP

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.

Elizabeth Moody
Name of Person Signing

Elizabeth Moody
Signature

4/7/03
Date

Total number of pages including cover sheet, attachments, and documents: 6

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

Schedule of Trademarks

<u>Trademark Name</u>	<u>Class</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
CIRCULAR LOGO	38	73/735884	6/22/88	1,528,757	3/7/89
GO SAN ANTONIO	42	75/932056	2/26/00	2,505,974	11/13/01
KABOINK	35,41	75/932057	2/29/00	2,490,273	9/18/01
KABOINK	16	75/932059	2/29/00		
KABOINK!	25	75/932058	2/29/00	2,495,072	10/2/01
PARAGON	38	73/735353	6/20/88	1,528,756	3/7/89

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT dated as of January 17, 2003 made by Paragon Communications, a Colorado general partnership ("Assignor"), in favor of Warner Communications Inc., a Delaware corporation ("Assignee"). Capitalized terms used herein and not otherwise defined shall have the respective meanings assigned to them in the Initial Intellectual Property Agreement, dated as of the date hereof (the "Initial TWIC Intellectual Property Agreement"), by and between Assignee and TWIC Cable, Inc., a Delaware corporation ("TWIC").

WHEREAS, Assignor is the owner of the trademark registrations and applications listed on Schedule 1 attached hereto for the goods and/or services identified therein (the "Marks").

WHEREAS, Assignee desires to acquire the Marks and any and all goodwill associated with the Marks;

WHEREAS, pursuant to the Initial TWIC Intellectual Property Agreement and the Trademark and Service Mark Assignment Agreement dated as of the date hereof between TWIC and Assignee, TWIC on behalf of itself and each Applicable Subsidiary (including, but not limited to, Assignor) agreed to assign all right, title and interest in and to the Marks and any and all goodwill associated with the Marks to Assignee;

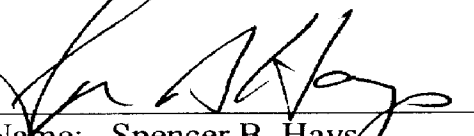
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, assigns, and otherwise conveys to Assignee, all of Assignor's right, title, and interest in and to each of the Marks, along with the following:

1. the goodwill of the business symbolized by and associated with the Marks;
2. that portion of Assignor's business in connection with which it has a bona fide intent to use those Marks that were filed on an intent-to-use basis and for which an Amendment to Allege Use or a Statement of Use has not yet been filed and accepted by the relevant Trademark Office or other governing authority; and
3. all rights to proceeds of the foregoing, including, without limitation, any claim by Assignor against third parties for past, present, or future infringement of the Marks.

Assignor has caused this Trademark Assignment to be duly executed and authorized as of the date hereof.

PARAGON COMMUNICATIONS

By: KBL Communications, Inc.,
its general partner

By: 
Name: Spencer B. Hays
Title: Senior Vice President

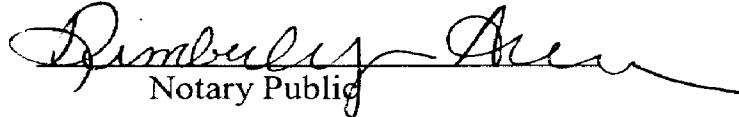
SCHEDULE 1

TRADEMARKS AND SERVICE MARKS

<u>Country Name</u>	<u>Trademark Name</u>	<u>Class</u>	<u>Owner</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
U.S.	CIRCULAR LOGO	38	Paragon Communications	73/735884	6/22/88	1,528,757	3/7/89
U.S.	GO SAN ANTONIO	42	Paragon Communications	75/932056	2/26/00	2,505,974	11/13/01
U.S.	KABOINK	35,41	Paragon Communications	75/932057	2/29/00	2,490,273	9/18/01
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U.S.	KABOINK!	25	Paragon Communications	75/932058	2/29/00	2,495,072	10/2/01
U.S.	PARAGON	38	Paragon Communications	73/735353	6/20/88	1,528,756	3/7/89

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 17th day of January, 2003 before me personally came Spencer B. Hays, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is the Senior Vice President of KBL Communications, Inc., a general partner of Paragon Communications; he signed the instrument in the name of KBL Communications, Inc., a general partner of Paragon Communications; and he had the authority to sign the instrument on behalf of KBL Communications, Inc., a general partner of Paragon Communications.


Notary Public

KIMBERLY ARENA
Notary Public, State of New York
No. 01A0078495
Qualified in Nassau County
Commission Expires Aug. 28, 2008