

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WARNER COMMUNICATIONS INC.		03/31/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	WARNER BROS. ENTERTAINMENT INC.
Street Address:	4000 WARNER BOULEVARD
City:	BURBANK
State/Country:	CALIFORNIA
Postal Code:	91522
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1311509	DALLAS
Registration Number:	0989804	THE WALTONS

CORRESPONDENCE DATA	
Fax Number:	(818)954-4501
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	818-954-5687
Email:	JANET.KOBRIN@WARNERBROS.COM
Correspondent Name:	JANET A. KOBRIN, ESQ.
Address Line 1:	4000 WARNER BOULEVARD
Address Line 2:	BLDG. 156 NORTH, ROOM 5078
Address Line 4:	BURBANK, CALIFORNIA 91522

NAME OF SUBMITTER:	WENDY BILLINGSLEY
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Total Attachments: 3
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CH \$65.00 1311509

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT dated as of March 31, 2003, made by and among Time Warner Entertainment Company, L.P., a Delaware limited partnership ("TWE"), Warner Communications Inc., a Delaware corporation ("Holdco") and Warner Bros. Entertainment Inc., a Delaware corporation ("WBET").

WHEREAS, TWE is the owner of **DALLAS**, Registration No. 1311509 and **THE WALTONS**, Registration No. 989804 (the "Marks");

WHEREAS, pursuant to the Intellectual Property Agreement, dated as of August 20, 2002, as amended, between TWE and Holdco, TWE agreed to assign all right, title and interest in and to the Marks and any and all goodwill associated with the Marks to Holdco;

WHEREAS, pursuant to the Intellectual Property Assignment, dated as of the date hereof, between Holdco and WBET, Holdco agreed to assign all right, title and interest in and to the Marks and all goodwill associated with the Marks to WBET; and

WHEREAS, the parties wish to record the foregoing assignments with the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

TRANSFER FROM TWE TO HOLDCO

TWE hereby sells, transfers, assigns, and otherwise conveys to Holdco, all of TWE's right, title, and interest in and to each of the Marks, along with each of the following:

1. the goodwill of the business symbolized by and associated with the Marks;
2. that portion of TWE'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 TWE against third parties for past, present, or future infringement of the Marks.

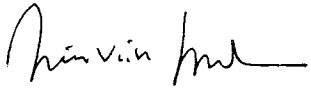
TRANSFER FROM HOLDCO TO WBEI

Holdco hereby sells, transfers, assigns, and otherwise conveys to WBEI, all of Holdco's right, title, and interest in and to each of the Marks, along with each of the following:


1. the goodwill of the business symbolized by and associated with the Marks;
2. that portion of Holdco'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 Holdco against third parties for past, present, or future infringement of the Marks.

The parties have caused this Trademark Assignment to be duly executed and authorized as of the date hereof.

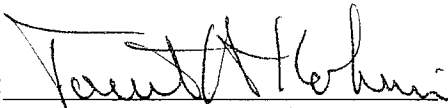
TIME WARNER
ENTERTAINMENT COMPANY,
L.P.

By: 
Name: Nils Victor Montan
Title: Assistant Secretary of
Warner Communications Inc, a
general partner of Time Warner
Entertainment Company, L.P.

WARNER COMMUNICATIONS
INC.

By: 
Name: Nils Victor Montan
Title: Assistant Secretary

WARNER BROS.
ENTERTAINMENT INC.

By: 
Name: Janet A. Kobrin
Title: Vice President