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June 6, 2002

VIA TELECOPIER NO. (847) 487-4033

Mr. Scott C. Schmidt
117 South Cook Street
Suite 184
Barrington, IL 60010

Re: STARSBYMOVIE

Dear Scott:


I have discussed with Starz Encore Group your two proposals for revising the description of services for your STARSBYMOVIE application (Serial No. 75/909,922) in International Class 41.

We have revised the second proposal to read as follows:

Providing an on-line database featuring entertainment information in the nature of filmographies, photos, music, movie ratings, and listings of film festivals world wide.

If your application is amended to include this language in place of the description that presently exists for your International Class 41 services, then Starz Encore Group will agree not to oppose the application. Of course, we will need you to supply us with confirmation that the application has in fact been amended accordingly. Because it may take some time for the Examining Attorney to process your amendment, additional extension requests likely will need to be filed with the Trademark Trial and Appeal Board. Please confirm that we have your consent to stipulate to these extensions.

Starz Encore Group actively polices its service marks. We will be reviewing your web site once it is launched, and reserve the right to require that changes be made, disclaimers inserted, or other actions taken to ensure that there is no likelihood of confusion between Starz Encore Group's family of STARZ! marks and your use of STARSBYMOVIE or any other mark or logo that may be confusingly similar to Starz Encore Group's marks.



Lacouras & Smith, LLP;

215 241 5306;

Jun-6-02 3:01PM;

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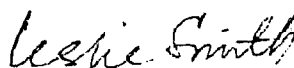
Mr. Scott C. Schmidt
June 6, 2002
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Please indicate your acceptance of these terms by signing in the space provided below, and then fax the signed letter back to me.

This letter is for settlement purposes only, without prejudice to any rights of Starz Encore Group.

If you have any questions, please call me.

Sincerely yours,



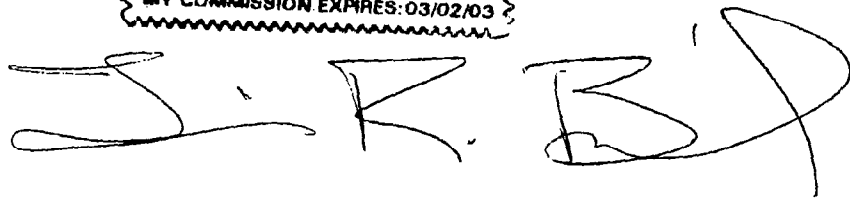
Leslie H. Smith

LHS: naa

AGREED TO AND ACCEPTED:


Scott C. Schmidt

Dated: 6-14-02



6-14-02

New Contact Information

Scott Schmidt

Business Phone: 847-340-8049

Business Mailing Address: P.O. Box 824

Wauconda, IL 60084

To: Jamila Wong

Date: 1-25-03

Fax: 703-308-9333

Total Pages: 3

New Contact Information
 Scott Schmidt
 Business Phone: 847-340-8049
 Business Mailing Address: P.O. Box 824
 Wauconda, IL 60084
 To: Jamila Wong
 Date: 1-25-03
 Fax: 703-308-9333 703-746-7098
 Total Pages: 1

Application SERIAL no. 75/909.922

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