

Warner-Lambert Company
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VIA FEDERAL EXPRESS

**WARNER
LAMBERT**

July 9, 1997

CD Titles, Inc.
The Vintage Video Series
411 Waverly Oaks Road
Suite 165
Waltham, Massachusetts 02154-8414

Re: Warner-Lambert Company Trademarks ADAMS and LISTERINE
Commercials

Gentlemen:

It has come to our attention that your company is selling CD-ROMs which are entitled "TV Commercials of the 50's and 60's Vol. 1 and TM Commercials of the 60's and 70's Vol.2". These CD-ROMs include commercials of ADAMS brand chewing gum and LISTERINE breath spray and mouthwash.

Warner-Lambert Company ("Warner-Lambert") is the owner of the following United States trademark registrations:

- ADAMS, Registration No. 113665 of October 31, 1916, which mark was first used on February 1, 1871 for chewing gum;
- ADAMS CLOVE & DESIGN, Registration No. 1527230 which mark was first used on May 31, 1938 for chewing gum;
- LISTERINE, Registration No. 85150 of January 30, 1912 which mark was first used on May 1, 1881 for antiseptics for personal hygiene;
- LISTERINE, Registration No. 92370 of November 16, 1971 which mark was first used on March 1, 1970 for breath spray;
- LISTERINE, Registration No. 45682 of August 29, 1967 which mark was first used on December 1, 1964 for antiseptic medicinal preparations;
- LISTERINE, Registration No. 118052 of August 14, 1917 which mark was first used on October 1, 1912 for toothpaste;
- LISTERINE, Registration No. 834258 of August 29, 1967 which mark was first used on December 1, 1964 for antiseptic throat lozenges;
- LISTERINE, Registration No. 240162 of March 20, 1928 which mark was first used on May 1, 1881 for toothpowder, toothpaste and medicated tablets;

- LISTERINE, Registration No. 41413 of November 3, 1903 which mark was first used on May 1, 1881 for a liquid chemical or medical preparation; and
- LISTERINE, Registration No. 168134 of October 16, 1922 which mark was first used on October 9, 1922 for medicated tablets for throat ailments.

These registrations are valid, subsisting, uncanceled and unrevoked.

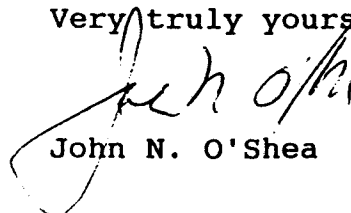
As a result of the extensive use and promotion of these trademarks, a unique association has been created in the minds of the trade and purchasing public between Warner-Lambert and these branded products. This association, together with the federal registrations, give Warner-Lambert broad substantive rights in these marks. The use of these commercials in the CD-ROM, displaying our trademarked products, is likely to lead the general public to believe that Warner-Lambert Company is the source of your product or has in some way endorsed, authorized or consented to the sale of your product. Such likely confusion is in violation of Warner-Lambert's rights under the Lanham Act.

In addition, Warner-Lambert owns the copyright in each of these commercials. You have not been authorized by Warner-Lambert or anyone acting on Warner-Lambert's behalf to make any use of these copyrighted works. Accordingly, your reproduction, preparation of derivative works, distribution, public performance, and public display of Warner-Lambert's commercials constitute copyright infringement.

Since the copyrighted commercials depicting the above trademarked products are being used in your CD-ROMs without the permission of Warner-Lambert, the owner of this intellectual property, we demand that you immediately cease and desist the sale of these CD-ROMs in your Vintage Video Series which contain these commercials. We also demand that you remove these commercials from any future production of these CD-ROMs and from sales, advertising and promotional materials related to the Vintage Video Series.

Please provide us with your written assurances by August 8, 1997, that your company is willing to subscribe to the foregoing. Thank you for your anticipated cooperation.

Very truly yours,



John N. O'Shea

CC
B. I. Berman
K. H. Hinton
M. A. Ryan