

06-11-1999

MRD
5.27.99



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA



Composed of

05-27-1999

Address (line 1)

U.S. Patent & TMO/TM Mail Rcpt Dt. #64

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

06/10/1999 JSH/BRZ 00000043 201112 75475095
01 FC:481 40.00 CH
02 FC:482 600.00 CH

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

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 09/30/99
OMB 0951-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

TRADEMARK

REEL: 001911 FRAME: 0419

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Robert T. Scherer
Name of Person Signing


Signature

May 26, 1999
Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, RHINO ENTERTAINMENT COMPANY ("Assignor"), a California joint venture with offices located at 10635 Santa Monica Boulevard, Los Angeles, California 90025, is the owner of the trademarks set forth in the attached "Schedule of Trademarks" which are currently registered or pending registration in the United States Patent and Trademark Office (hereinafter the "Trademarks"); and

WHEREAS, ATLANTIC RHINO VENTURES INC. ("Assignee"), a Delaware corporation with offices located at 1290 Avenue of the Americas, New York, New York 10104, acquired the assets, business and goodwill of Assignor, including the Trademarks and all applications and registrations therefor; and

WHEREAS, ATLANTIC RHINO VENTURES INC. ("Assignee") changed its name to RHINO ENTERTAINMENT COMPANY, as formally recorded with the office of the Secretary of State for the State of Delaware; and

WHEREAS, the aforesaid parties are desirous of confirming the acquisition of said marks by Assignee, effective December 31, 1997:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor acknowledges that it has assigned and hereby does assign unto Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by and associated with the Trademarks, and all applications and registrations therefor, as of December 31, 1997; and

Dated this 20th day of MAY, 1999.

RHINO ENTERTAINMENT COMPANY

By: RHINO RECORDS, INC.

By: 

Name: HAROLD BRONSON
Title: VICE PRESIDENT

RHINO ENTERTAINMENT COMPANY
FORMERLY:
ATLANTIC RHINO VENTURES INC.

By: 

Name: Marie N. White
Title: Assistant Secretary

TRADEMARK

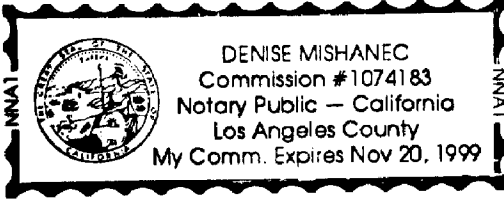
REEL: 001911 FRAME: 0421

STATE OF CALIFORNIA)

: ss

COUNTY OF LOS ANGELES)

On the 20th day of MAY, 1999, before me personally came HAROLD BRONSON, to me known, who, being by me duly sworn, did depose and say that he/she is VICE PRESIDENT of RHINO RECORDS, INC., a jointventurer of Rhino Entertainment Company; that he/she is the individual described in and which executed the above instrument; and that he/she has the authority to execute such instrument on its behalf.



(Notary Seal)

Denise Mishanec
Notary Public

STATE OF NEW YORK)

: ss

COUNTY OF NEW YORK)

On the 25th day of MAY, 1999, before me personally came MARIE N. WHITE, to me known, who, being by me duly sworn, did depose and say that he/she is Assistant Secretary of ATLANTIC RHINO VENTURES INC., that he/she is the individual described in and which executed the above instrument, and that he/she has the authority to execute such instrument on its behalf.

*RHINO ENTERTAINMENT COMPANY, formerly

Carol A. Hamilton
Notary Public

(Notary Seal)

CAROL A. HAMILTON
Notary Public, State of New York
No. 01HA5016567
Qualified in Kings County
Commission Expires August 16, 1999
Card Also On File In New York County

CHEAP DATE	27-Apr-1998	75/475,095			09
FLASHBACK	25-Oct-1996	75/187396			09
FORWARD DESIGN	27-Apr-1993	74/382,923	1,816,752	18-Jan-1994	9
FUN PACK	16-Oct-1997	75/374241	2,230,314	09-Mar-1999	09
GIRLPOWER	24-Sep-1998	75/557595			09
GOLDEN THROATS	16-Oct-1997	75/374242			09
KID RHINO & DESIGN & REP.	20-Nov-1995	75/021123	2,041,781	04-Mar-1997	09
KID RHINO & DESIGN & REP.	20-Nov-1995	75/021122	2,041,780	04-Mar-1997	16
KID RHINO LOGO	06-Dec-1996	75/209400			16, 41
KID RHINO LOGO	06-Dec-1996	75/209401	2,154,701	05-May-1998	09
KID RHINO REP.	06-Dec-1996	75/209402			16, 41
KID RHINO REP.	06-Dec-1996	75/209404	2,154,702	05-May-1998	09
MUSIC FOR THE KID IN US ALLI	16-Oct-1997	75/374243	2,230,315	09-Mar-1999	09
RHINO	26-Jun-1995	74/693972			41
RHINO	26-Jun-1995	74/693974	1,967,102	09-Apr-1996	09
RHINO	26-Jun-1995	74/693971			09
RHINO & DESIGN	26-Jun-1995	74/694022	1,971,491	30-Apr-1996	16
RHINO & DESIGN	26-Jun-1995	74/693973	1,967,101	09-Apr-1996	09
RHINO DEVICE	08-Sep-1987	UNKNOWN	1,456,283	08-Sep-1987	00009
RHINO LOGO & RHINO MUSICAL APTTU	25-Mar-1998	75/456959			41
RHINO MOVIE MUSIC & DESIGN	25-Mar-1998	75/456964			41
RHINO WORD BEAT & DESIGN	05-Nov-1990	74/112606	1695833	23-Jun-1992	09
RMAT	25-Mar-1998	75/456958			41
RNA RHINO NEW ARTISTS	05-Nov-1990	74/112604	1727134	27-Oct-1992	09
ROULETTE & DEVICE	06-Nov-1978	73/192317	1,138,275	29-Jul-1980	9
STORYTIME ADVENTURES & DEVICE	16-Oct-1997	75/374244			09
TODDLER TALK	27-Apr-1998	75/475,063			09

TRADEMARK

RECORDED: 05/27/1999

REEL: 001911 FRAME: 0423