

02-18-2000

FORM PTO-1618A
Expires 08/30/99
OMB 0651-0027

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



101270654

MND
1-20-00

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
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year
07-01-99

Conveying Party

Mark if additional names of conveying parties attached

Name Twin Sisters Productions, Inc. Execution Date
Month Day Year
07-01-99

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Twin Sisters Licensing Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1340 Home Avenue

Address (line 2) Suite D

Address (line 3) Akron OH 44310

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization OH

02/17/2000 TTON11 00000115 2059046

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
50.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002022 FRAME: 0736

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2059046"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2037179"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1787936"/>	<input type="text"/>	<input type="text"/>

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: #

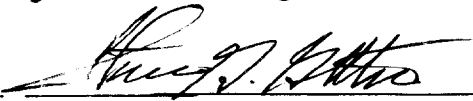
Authorization to charge additional fees: Yes No

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.

Steven G. Gladstone

Name of Person Signing



Signature

Jan. 21, 2000

Date Signed

ASSIGNMENT OF
TRADEMARKS AND APPURTENANT GOODWILL

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which is hereby acknowledged, the undersigned Twin Sisters Productions, Inc., an Ohio corporation ("Assignor") hereby assigns to Twin Sisters Licensing Corporation, its assigns and designees, ("Assignee"), all right, title, and interest in and to the trademarks, together with all goodwill appurtenant thereto ("Trademarks") as follows:

1. Twin Sisters Productions (and design) - Federal Trademark Registration No. 2,059,046, registered May 6, 1997 (Class 16)
2. Twin Sisters Productions (and design) - Federal Trademark Registration No. 2,037,179, registered February 11, 1997 (Class 9)
3. Rap With The Facts (and design) - Federal Trademark Registration No. 1,787,936, registered August 17, 1993

The within assignment shall include all trademark applications, registrations, licenses, agreements for use, causes of action and the proceeds thereof, pertaining to and derived from the Trademarks.

IN WITNESS WHEREOF, the parties have executed this Assignment this 1st day of July, 1999.

ASSIGNEE:

Twin Sisters Productions, Inc.

By: Karen Hilderbrand

Its: CEO

ASSIGNOR:

Twin Sisters Licensing Corporation

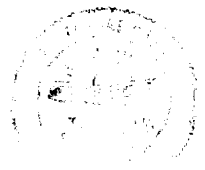
By: Kim M. Thompson

Its: President

STATE OF OHIO)
) SS.
COUNTY OF SUMMIT)

Before me, a Notary Public of the State and County aforesaid, personally appeared the within named Karen L. Hilderbrand and Kim M. Thompson with whom I am personally acquainted or who exhibited to me satisfactory evidence of their identities and capacities above shown, and who acknowledged that they executed the foregoing Assignment of Trademarks and Appurtenant Goodwill for the purpose and in the capacities therein contained.

Witness my hand and official seal as official on this the 1st day of July, 1999.



Kim M. Thompson
Notary Public
My Commission Expires: _____

GLADSTONE, DOHERTY & ASSOCIATES, PLLC

ATTORNEYS AT LAW

ATLANTA OFFICE
2410 PACES FERRY ROAD
SUITE 300
ATLANTA, GEORGIA 30339
TELEPHONE (404) 659-5070
FAX (678) 309-4105

1222 16TH AVENUE SOUTH, SUITE 21
NASHVILLE, TENNESSEE 37212
TELEPHONE (615) 329-1547
FAX (615) 329-2148

STEVEN G. GLADSTONE
ADMITTED IN
TENNESSEE AND MISSOURI
KEVIN M. DOHERTY
ADMITTED IN
TENNESSEE, GEORGIA AND NEW YORK

*

DEBRA C. PAZ
ADMITTED IN OKLAHOMA
AMY W. STEVENS
ADMITTED IN TENNESSEE

January 24, 2000

Via Certified Mail, Return Receipt Requested

Article Number Z 521 600 025

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Recordation of Assignment

Dear Commissioner:

Enclosed please find a Recordation Form Cover Sheet, the original Assignment of Trademarks and Appurtenant Goodwill for the marks bearing registration numbers 2059046 (Twin Sisters Productions (and design), 2037179 (Twin Sisters Productions (and design), and 1787936 (Rap With The Facts (and design), as well as check number 1968 in the amount of \$40.00, check number 1969 in the amount of \$25.00, and check number 1979 in the amount of \$25.00 representing the fees due for recordation. Please record the enclosed Assignment of Trademarks and Appurtenant Goodwill and return a file-stamped copy to our office.

If you have any questions, or need anything further, please do not hesitate to call.

Sincerely yours,



Amy W. Stevens
For Gladstone, Doherty &
Associates, PLLC

/aws

Enclosures (including 3 checks)

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RECORDED: 01/20/2000

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