

FORM PTO-1618A
Expires 06/30/99
OMB 0851-0027

04-04-2000

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



101305936

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

Execution Date
Month Day Year

Name TWIN SISTERS PRODUCTIONS, INC.

07-01-99

Formerly N/A

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

Receiving Party

Mark if additional names of receiving parties attached

Name TWIN SISTERS LICENSING CORPORATION

DBA/AKATA --

Composed of --

Address (line 1) 1340 HOME AVENUE

Address (line 2) SUITE D

Address (line 3) AKRON

City

OH

State/Country

44310

Zip Code

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

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.)

FOR OFFICE USE ONLY

04/01/2000 JSMBDZZ 00000085 1771230

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40.00 DP

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 0851-0027, Patent and Trademark Assignment Practice. 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: 002043 FRAME: 0128

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" value="1771230"/>	<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"/>	<input type="text"/>	<input type="text"/>	<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): \$

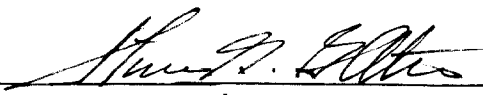
Method of Payment: Enclosed Deposit Account

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  2-15-00

Name of Person Signing Signature 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 trademark, together with all goodwill appurtenant thereto ("Trademark") as follows:

Rhythm Rhyme and Read (and design) - Federal Trademark Registration No. 1,771,230, registered May 18, 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 Trademark.

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

ASSIGNEE:

Twin Sisters Licensing Corporation

By: [Signature]

Its: CEO

ASSIGNOR:

Twin Sisters Productions, Inc.

By: [Signature]

Its: CEO

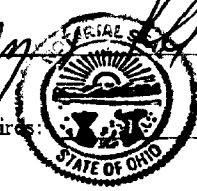
[Signature]
President

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.

[Signature]
Notary Public
My Commission Expires: _____



Kim M. Thompson, Attorney at Law