

4/25/02

05-14-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102088185

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Mommy & Me Enterprises, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other Florida
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 22, 2002

2. Name and address of receiving party(ies)

Name: DIC Entertainment Corporation

Internal

Address:

Street Address: 4100 W Alameda Ave.

City: Burbank State: CA Zip: 91505

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
2002 APR 25 PM 12: 29

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Keith Plaster

Internal Address: Ropes & Gray

Street Address: 1 International Place

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41) \$

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1945

DO NOT USE THIS SPACE

9. Signature.

05/13/2002 TBIAZ1 0000063 181945 2263309

01 FC:481
02 FC:482

40.00 CH
400.00 CH Pore

Name of Person Signing

Signature

4/19/02

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 2504 FRAME: 0636

TRADEMARK SCHEDULE for Mommy & Me Enterprises, Inc.

Page 1 of 2

Country	Mark	Appln/Reg Number	International Classes
USA	MOMMY & ME	2,263,309	41
USA	MOMMY & ME	2,226,393	9
USA	MOMMY & ME	2,202,304	25
USA	DADDY & ME	75/034,394	9, 25, 28, 35, 41
USA	MOMMY & ME	75/026,008	2, 3, 5, 6, 8, 9, 10, 11, 12, 14, 15, 16, 18, 19, 20, 21, 24, 25, 26, 27, 28, 29, 41, 42
USA	MOMMYANDME.COM	76/127,206	35, 42
USA	MOMMY AND ME LAUGHING, LOVING, LEARNING, TOGETHER!and Design	76/136,021	9, 35, 41
USA	FUN WITH MOMMY AND ME	76/109,236	9, 16
USA	MOMMY AND ME LAUGHING, LOVING, LEARNING TOGETHER!and Design	76/136,012	25, 41
CAN	MOMMYANDME.COM	1,089,472	35, 42
CAN	FUN WITH MOMMY AND ME	1,089,474	9, 16
CAN	MOMMY AND ME LAUGHING, LOVING, LEARNING TOGETHER!and Design	1,089,473	9, 25, 41
CAN	MOMMY AND ME	1,089,471	9, 25
USA	MOMMY AND ME	76/250,551	1, 9, 16, 18, 20, 28, 30, 31
USA	DADDY AND ME	76/250,550	1, 9, 15, 16, 18, 20, 24, 25, 28, 31
USA	MOMMY & ME ASSOCIATION	76/278,305	42, 200
USA	MOMMY & ME	76/310,922	42, 200
	TOGETHER TIME	UNFILED	

TRADEMARK SCHEDULE for Mommy & Me Enterprises, Inc.

Page 2 of 2

Country	Mark	Appln/Reg Number	International Classes
	YOU ARE MY SUNSHINE	UNFILED	
	MY BABY SUNSHINE	UNFILED	
	SUNSHINE	UNFILED	
	SUN AND CLOUDS DESIGN	UNFILED	

5

6

7

8

TRADEMARK

REEL: 2504 FRAME: 0656

MARKS ASSIGNMENT

THIS MARKS ASSIGNMENT (the "Agreement") is dated as of March 22, 2002, and is made from Mommy & Me Enterprises, Inc., a Florida corporation ("Assignor"), to DIC Entertainment Corporation, a Delaware corporation ("Assignee").

RECITALS

WHEREAS, Assignor has adopted and used in commerce or has filed trademark applications with respect to, and intends to use in commerce, the trademarks and service marks (the "Marks") as set forth in Schedule A attached hereto; and

WHEREAS, pursuant to the Asset Purchase Agreement dated as of March 22, 2002 between Assignor, Assignee, Mommy & Me Productions, Inc. and Stephen deKanter, as Shareholder Intermediary, Assignor is transferring to Assignee Assignor's business to which the Marks relate, which business is ongoing and existing, and Assignee wishes to acquire from Assignor, and Assignor wishes to transfer to Assignee, said Marks and the goodwill associated with such Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor assigns to Assignee all rights, title and interests in and to the Marks, the goodwill of the business symbolized by the marks, all registrations and applications for registration thereof, if any, all rights of action accrued and to accrue under and by virtue thereof, including the right to sue and recover for past infringement of said Marks, and all records and files relating to said Marks.

Assignor shall sign all documents, provide all testimony and, in general, do all lawful things reasonably requested of it by Assignee to carry out and fulfill the purposes and intent of this Agreement.

Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

This Agreement will be construed and enforced in accordance with, the laws (other than the conflict of law rules) of the State of California, without regard to its principles of conflicts of laws. This Agreement may be executed by facsimile signature and in counterparts, each of which will be an original and all of which when taken together will constitute one and the same instrument.

5

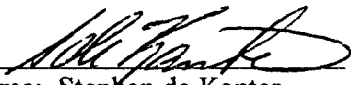
6

3328_3

IN WITNESS WHEREOF, the parties have executed, made and entered into this agreement under seal as of the date first set forth above.

ASSIGNOR:

MOMMY & ME ENTERPRISES, INC.

By: 
Name: Stephen de Kanter
Title: Chief Executive Officer

ASSIGNEE:

DIC ENTERTAINMENT CORPORATION

By: _____
Name:
Title:

8242608-1

TRADEMARK
REEL: 2504 FRAME: 0640

IN WITNESS WHEREOF, the parties have executed, made and entered into this Agreement under seal as of the date first set forth above.

ASSIGNOR:

MOMMY & ME ENTERPRISES, INC.

By: _____

Name:

Title:

ASSIGNEE:

DIC ENTERTAINMENT CORPORATION

By: 

Name: BRAD BROOME

Title: PRESIDENT

Trademarks Assignment

TRADEMARK

REF: 0501 FRAME: 0644

SCHEDULE A

"Marks" means and includes the following:

All trademarks, service marks, trade names, and brand and source identifiers of any type or nature, however embodied or recorded, which have been used in commerce, or have been developed to be used, in association with the Acquired Assets as such term is defined in the Asset Purchase Agreement, including without limitation the following:

[List registered trademarks and trademark applications]

5

6

7