

12/29/03

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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

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

1. Name of conveying party(ies): HANDLEMAN CATEGORY MANAGEMENT COMPANY
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Michigan
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: TLL Dutch Holdings, B.V.
Internal Address: Van Vollenhovenstraat 3
Street Address: 3016 BE Rotterdam
City: The Netherlands State: Zip:
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other a Netherlands private limited co.
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 12.11.2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2051333, 2049734, 2770455, 1481440
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Rami S. Yanni
Internal Address: MCDERMOTT, WILL & EMERY
2049 Century Park East, 34th Floor
Los Angeles, California 90067-3208
Street Address: (same as above)
City: State: Zip:

6. Total number of applications and registrations involved: 4
7. Total fee (37 CFR 3.41): \$
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 501946

2003 DEC 29 AM 7:14 OPR/FINANCE

DO NOT USE THIS SPACE

9. Signature.
Rami S. Yanni
Name of Person Signing
Signature
Date 12-22-03

12/30/2003 DRYRNE 00000345 501946 2051333 Total number of pages including cover sheet, attachments, and document:

01 FC:8521 40.00 DA
02 FC:8528 75.00 DA

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

TRADEMARK
REEL: 002887 FRAME: 0167

ASSIGNMENT OF TRADEMARKS

HANDLEMAN CATEGORY MANAGEMENT COMPANY, a Michigan corporation ("Assignor"), having its principal place of business at 500 Kirks Boulevard, Troy, Michigan 48084, has adopted, used, is using and is the owner of the following trademarks/service marks now registered in the United States Patent and Trademark Office ("Trademark Office") listed on Exhibit A attached hereto and made a part hereof (the "Registered Trademarks").

WHEREAS, Assignor has adopted, used, is using and is the owner of the following foreign trademarks for which applications are pending as listed on Exhibit B attached hereto and made a part hereof (the "Foreign Trademarks").

WHEREAS, Assignor desires to transfer the Registered Trademarks and the Foreign Trademarks to TLL Dutch Holdings, B.V., a Netherlands private limited company ("Assignee"), having a principal place of business at Van Vollenhovenstraat 3, 3016 BE Rotterdam, The Netherlands, and Assignee is desirous of acquiring the Registered Trademarks and the Foreign Trademarks, and all goodwill associated therewith.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby assigns, transfers and delivers to Assignee all right, title and interest of Assignor in the United States and the countries listed on Exhibit B in, to and under the Registered Trademarks and the Foreign Trademarks, together with the goodwill of the business symbolized by the Registered Trademarks and the Foreign Trademarks, and the pending applications and the registrations thereof.

Signed as of this 11th day of December, 2003.

HANDLEMAN CATEGORY MANAGEMENT COMPANY, a Michigan corporation

By: Thomas C. Braum, Jr.  
Thomas C. Braum, Jr.,  
Senior Vice-President  
and Chief Financial Officer

STATE OF MICHIGAN )  
COUNTY OF Calhoun ) ss.

The foregoing instrument was acknowledged before me this 11th day of December, 2003, by Thomas C. Braum, Jr., the Senior Vice-President and Chief Financial Officer of HANDLEMAN CATEGORY MANAGEMENT COMPANY, a Michigan corporation on behalf of the corporation.

Tyquia Alan  
Notary Public Calhoun County, Michigan  
My Commission Expires: 2-19-06

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EXHIBIT A

Registered Trademarks

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ANCHOR BAY ENTERTAINMENT	2,051,333	April 8, 1997
ANCHOR BAY ENTERTAINMENT AND DESIGN	2,049,734	April 1, 1997
HEALING YOGA	2,770,455	September 30, 2003
VIDEO TREASURES	1,481,440	March 22, 1998

**EXHIBIT B****Foreign Trademarks**

<u>Country</u>	<u>Trademark</u>	<u>Reg./Serial No.</u>	<u>Reg./App. Date</u>
Canada	ANCHOR BAY ENTERTAINMENT	1,152,491	September 11, 2002
Canada	ANCHOR BAY ENTERTAINMENT (and Design)	1,152,492	September 11, 2002