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IEET U.S. DEPARTMENT OF COMMERCE
-Y 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):
Genius Products, Inc. 11.5.03
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: National Association of Music Merchants, Inc.
Internal Address: _____
Address: _____
Street Address: 5790 Armada Dr
City: Carlsbad State: CA Zip: 92008
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 07/19/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/423,503
B. Trademark Registration No.(s) _____
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: GRACE & GRACE LLP
Internal Address: _____
Street Address: 444 S. Flower St.
Suite 3875
City: Los Angeles State: CA Zip: 90071

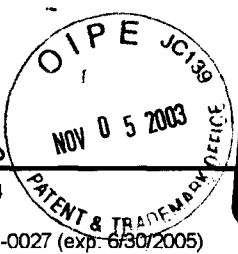
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: _____
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9. Signature.
Jill M. Abasto Jill M. Abasto June 17, 2004
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 3

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

11-5-03



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Genius Products, Inc.

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

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 Limited Partnership _____
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Suite 3875
 City: Los Angeles State: CA Zip: 90071

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8. Deposit account number: _____

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9. Signature.
Jill M. Abasto November 4, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

11/07/2003 01 FC:8521

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

ASSIGNMENT OF TRADEMARK

This Assignment of Trademark ("Assignment") is made and entered into this 13th day of July, 2003 by Genius Products, Inc., a Nevada corporation ("Genius"), to National Association of Music Merchants, Inc., a New York corporation ("NAMM").

A. Genius uses MUSIC MAKES A DIFFERENCE (the "Mark") and has filed an application to register the Mark as a trademark, U.S. Trademark Application, Serial No. 76/423,503, in connection with "prerecorded audio cassettes, compact discs" and "toys, namely, plush toys, action toys, bathtub toys, construction toys, ride-on toys, sandbox toys, squeeze toys, wind-up toys, musical toys, crib toys, crib mobiles, stuffed toy animals, children's multiple activity toys, adult's and children's party games, all types of dolls, doll accessories, climbing units, children's play cosmetics, card games, role playing games, board games and card games for teaching of alphabet, math, music, and language, and adult and children's sporting goods, namely playground balls, beach balls, basketballs, baseballs, baseball bats, baseball mitts, and ball hoops" and related goods and services.

B. NAMM desires to acquire all of Genius' rights to the Mark and all of the good will associated therewith, as provided below:

NOW, THEREFORE, the parties agree as follows:

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Genius hereby assigns and transfers to NAMM all of Genius' right, title to, and interest in the Mark, the good will associated therewith, U.S. Trademark Application Serial No. 76/423,503, and the right to sue for injunctive relief and damages for all past, present and future acts of infringement of the Mark, and to collect the same for NAMM's own account and use.


IN WITNESS WHEREOF, a duly authorized representative of Genius has executed and delivered this Assignment of Trademark as of the date first set forth above.

GENIUS PRODUCTS, INC.
a Nevada corporation

Signature: _____

Printed Name: _____

Title: _____



Mike Moadler

President

NOTARY PUBLIC:

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of

SAN DIEGO

} ss.

LINDA A. WATTS
Notary Public

On Sept 19, 2003 before me.

Date

Name and Title of Officer (e.g., Jane Doe, Notary Public)

personally appeared MIKE MCARDER

Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument



WITNESS my hand and official seal.

[Handwritten Signature]
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Assignment of Trademark

Document Date: 9.19.03 Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): President
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____

