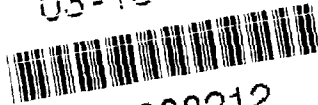


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies): 3.12.03 Rhino Entertainment Company

2. Name and address of receiving party(ies) Name: Storytime Ltd. L.P. Internal Address: Street Address: 4713 Lakeshore Ct. City: Colleyville State: TX Zip: 76034

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 1/25/03

[] Individual(s) citizenship [] Association [] General Partnership [X] Limited Partnership Texas [] Corporation-State [] Other

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,266,297

Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Heather C. Brunelli Thompson & Knight, LLP Internal Address: Street Address: 1700 Pacific Avenue Suite 3300 Dallas Texas 75201

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$40.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

9. 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. Heather C. Brunelli Signature Date: 3-10-03

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

504190.000001 Dallas 1548765

TRADEMARK REEL: 002688 FRAME: 0283

TRADEMARK ASSIGNMENT

WHEREAS, Rhino Entertainment Company, a Delaware corporation, having its principal place of business at 1290 Avenue of the Americas, New York, New York, 10104, has adopted and used in its business the trademark "STORYTIME ADVENTURES & Design" that is the subject of United States Trademark Registration No. 2,266,297; and

WHEREAS, Storytime Limited LP, a Texas limited partnership, desires to acquire said trademark and the goodwill associated therewith;

NOW, THEREFORE, in consideration of and exchange of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Rhino Entertainment Company does hereby assign unto said Storytime Limited LP all rights, title and interest in and to the trademark, together with the goodwill of the business symbolized by the trademark.

This assignment is executed at Burbank CA, this 25th day of January, 2003.

Rhino Entertainment Company

By: Robert O'Neill

Name: Robert O'NEILL

Title: Vice President, General Counsel