

# EXHIBIT B

V3429 D966



ASSIGNMENT

CABIN FEVER ENTERTAINMENT INC. ("Assignor"), a corporation organized under the laws of the State of Delaware and HALLMARK ENTERTAINMENT DISTRIBUTION COMPANY ("Assignee"), a corporation organized under the laws of the State of Delaware are parties to an Asset Purchase Agreement, dated as of March 2, 1998 ("Agreement").

Pursuant to the terms of the Agreement, Assignor hereby irrevocably transfers and assigns to Assignee, its successors and assigns, all of Assignor's rights, title and interest throughout the world in perpetuity in and to the motion pictures listed on the attached schedule, including without limitation, with respect to copyrights therein and rights under or derived from or ancillary to such copyrights, as more particularly set forth and upon and subject to the terms and conditions of the Agreement.

Assignee, and its successors and assigns, are hereby empowered to bring, prosecute, defend and appear in suits, actions and proceedings of any kind or nature under or concerning such motion pictures, including without limitation, all copyrights therein and all rights under or derived from or ancillary to such copyrights, or concerning any infringement thereof prior to or after the date hereof.

IN WITNESS WHEREOF, ASSIGNOR has executed this Assignment as of March 2, 1998.

CABIN FEVER ENTERTAINMENT INC.

By: Robert T. D'Alessandro  
Name: ROBERT T. DIALESSANDRO  
Title: Senior Vice President & Controller

On this 11<sup>th</sup> day of February, 1999, before me personally appeared Robert T. D'Alessandro, to me known, who being by me duly sworn did depose and say that he/she is the SVP and Controller of Cabin Fever Entertainment Inc., the corporation described in and which executed the above instrument; and that the same is the free act and deed of said corporation.

Barbara A. Walkley  
Notary Public

My Commission Expires:

BARBARA A. WALKLEY  
COMMISSIONER OF DEEDS  
CONNECTICUT  
MY COMMISSION EXPIRES JULY 14, 1999

## SCHEDULE

500 HOME RUN CLUB, THE  
A.J. FOYT: CHAMPION FOR LIFE  
ACTS OF BETRAYAL  
AGAINST HER WILL: AN INCIDENT IN BALTIMORE  
ALAN KULWICKI TRIBUTE  
ALL IN A DAYS RIDE  
ANASTASIA: MYSTERIES OF ANNA  
ASSAULT ON DOME  
ATTIC: THE HIDING OF ANN FRANK  
BEHIND THE SCENES "HOMEFOLKS & HIGHWAYS"  
BEHIND THE SCENES OF FULL ACCESS  
BEST OF THE SKINS GAME: THE FIRST DECADE  
BEST OF THE WILD WEST: CHUCK CONNORS HOST  
BIG BAD JOHN  
BILLY MARTIN: THE MAN, THE MYTH, THE MANAGER  
BIRD OF PREY  
BLACK FOX I, II, III  
BLOOD MONEY  
BLUE ANGELS: BACKSTAGE PASS  
BONE DADDY  
BOY WHO SAVED CHRISTMAS  
BRADY'S ESCAPE  
BRIDESMAID  
BRIDGE OF TIME  
BROKEN PROMISES  
BROKEN VOWS  
BROOKLYN STATE OF MIND  
BUFFALO GIRLS  
BULL RIDERS ONLY: BEST RIDES & BEST WRECKS  
BUMP IN THE NIGHT  
BYE BYE BIRDIE  
CALL OF THE WILD  
CAPTAINS COURAGEOUS (2 HRS)  
CASE OF DEADLY FORCE, A  
CHARLIE DANIELS: HOMEFOLKS AND HIGHWAYS  
CHILD'S CRY FOR HELP, A aka INTENSIVE CARE  
CHILLERS 12X 60  
CHOICES  
CHRISTMAS BOX, THE  
CLOVER  
CLOWN AT MIDNIGHT  
COLLECTING AMERICA  
COUNTRY DANCE WITH ANITA WILLIAMS  
COUNTRY LINE DANCE WITH ANITA WILLIAMS SERIES  
COUNTRY MUSIC HALL OF FAME 25<sup>TH</sup>  
CRASH COURSE IN PACING  
CRASH DIVE  
CROSSBOW, THE MOVIE  
DEAD BADGE  
DEADLY SHOOTER  
DEMOLITION HIGH  
DNA  
DO OR DIE  
DRIVEN BY A DREAM  
DYING TO LOVE YOU  
EARTHWORKS, THE MOVIE

EARTHWORKS, THE SERIES  
ELF WHO DIDN'T BELIEVE  
EVASIVE ACTION  
EXCEPTION TO THE RULE  
EXECUTIVE POWER  
FACE OF EVIL  
FACE TO FACE  
FABRIE TALE THEATRE W/SHELLY DUVALL (26x50)  
FALLOUT  
FAMILY TORN APART, A aka SUDDEN FURY  
FIGHTING FOR MY DAUGHTER aka THE ANNE DION STORY  
FIND YOUR WAY BACK: SALUTE TO SPACE SHUTTLE  
FIND YOUR WAY: SALUTE TO SPACE SHUTTLE  
FIRE NEXT TIME  
FIRESTORM  
FLIP SIDE OF RODEO  
FORD: MAN & HIS MACHINE  
FREEBIRD  
GAMBLER RETURNS, THE (TV)  
GAMBLER V: PLAYING FOR KEEPS - PART 1  
GAMBLER V: PLAYING FOR KEEPS - PART 2  
GO TOWARDS THE LIGHT  
GRAND LARCENY  
GREAT ELEPHANT ESCAPE  
GUNFIGHTER'S MOON  
GUTS & GLORY: LEGENDS OF RODEO  
GYPSY  
HAL ROACH CLASSICS  
HAL ROACH: HOLLYWOOD'S KING OF LAUGHTER  
HAL ROACH: THE THIRD MAN  
HANK WILLIAMS, JR.: FULL ACCESS  
HARLEY-DAVIDSON: AMERICAN MOTORCYCLE  
HARVEY  
HEARTS AND MINDS  
HIJACK  
HOSTILE INTENT  
HOT COUNTRY AEROBICS  
HOW, WHEN AND WHERE TO CATCH BASS  
IN COLD BLOOD  
IN THE LINE OF DUTY: FBI MURDERS  
INCIDENT IN A SMALL TOWN  
INCIDENT, THE  
IS THERE A LIFE OUT THERE?  
IVANA TRUMP'S FOR LOVE ALONE  
JFK RECKLESS YOUTH  
KELSEY'S SON  
KENNY ROGERS CHRISTMAS SPECIAL  
KIDNAPPED 1  
KIDNAPPED 2 PARTS  
KIDS OF THE ROUND TABLE  
LARRY MCMUTRY'S DEAD MAN'S WALK  
LARRY MCMUTRY'S STREETS OF LAREDO  
LAST DAYS OF FRANKIE THE FLY  
LAUREL & HAARDY 1-26 (color)  
LAUREL & HARDY 1-26  
LAUREL & HARDY SPECIAL

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LEGENDS OF THE AMERICAN WEST  
LEGENDS OF THE AMERICAN WEST (THE MOVIE)  
LIFE WITH ELVIS  
LIFEPOD  
LINE KING, THE  
LITTLE RASCALS - FOLLIES OF 1936, 1938, SHORTS  
LONESOME DOVE I  
LOVER'S KNOT  
LOW LIFE, THE  
LYNYRD SKYNYRD TRIBUTE TOUR  
MACSHAYNE II: FINAL ROLL OF THE DICE  
MACSHAYNE: WINNER TAKES ALL  
MAKER, THE  
MAKING OF FULL ACCESS  
MAKING OF LONESOME DOVE I  
MAKING OF RETURN TO LONESOME DOVE  
MAKING OF THE 'WILL THE CIRCLE BE UNBROKEN II'  
MAN FROM LEFT FIELD  
MAN UPSTAIRS, THE  
MANAGUA  
MARGARET'S MUSEUM  
MARSHALL TUCKER BAND: THEN AND NOW  
MARY AND TIME aka TIM  
MAXIMUM RODEO I  
MAXIMUM RODEO II  
MEDAL OF HONOR (6x48)  
MEMORIAL DAY  
MERCHANTS OF DEATH  
MOTHER'S GIFT, A aka A LANTERN IN HER HAND  
MRS. LAMBERT REMEMBERS LOVE  
MS. BEAR  
MY BROTHER'S KEEPER  
MY OLD MAN  
MYSTERIOUS DEATH OF NINA CHEREAU  
NASCAR MAGAZINE  
NEIL SIMON'S JAKE'S WOMEN  
NEIL SIMON'S LONDON SUITE  
NEIL SIMON'S THE SUNSHINE BOYS  
NIGHT THEY SAVED CHRISTMAS  
NOBODY LOVES ME  
NORMAN ROCKWELL'S BREAKING HOME TIES  
NOT QUIRE AN ANGEL  
OLDEST LIVING CONFEDERATE WIDOW TELLS ALL  
ONE CHRISTMAS  
ONLY THRILL, THE  
PACK OF LIES  
PAINTED HERO  
PAPPYLAND  
PARADISE LOST: CHILDHOOD MURDERS/ROBIN HOOD HILLS  
PREY OF THE JAGUAR  
PRIZE PULITZER, THE  
PROMISE KEPT: THE OKSANA BAIUL STORY  
RACING: MUSIC VIDEO, THE  
RANCHING: LIVING LEGACY OF THE AMERICAN WEST  
RANSOM OF RED CHIEF, THE  
REFLECTIONS OF DAVEY: DAVEY ALLISON STORY

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RETURN TO THE LONESOME DOVE 8 HRS  
REUNION  
RIDE OF A LIFETIME  
RIO DIABLO  
RIVER OF RAGE: TAKING OF MAGGIE KEANE  
ROBERT LUDLUM'S APOCALYPSE WATCH - PART I  
ROBERT LUDLUM'S APOCALYPSE WATCH - PART II  
RODEO MUSIC VIDEO, THE  
ROOSTERS  
SANTA WITH MUSCLES  
SCORPIO ONE  
SEARCH & RESCUE, HIGH SIERRA - SERIES  
SEARCH AND RESCUE (MOW)  
SEARCH FOR ONE-EYE JIMMY, THE  
SEASONS OF THE HEART aka WINTER GARDEN  
SECRET AGENT CLUB, THE  
SECRET, THE  
SEPARATED BY MURDER aka BLACK WIDOW  
SEPTEMBER  
SHADOW OF A DOUBT  
SILENCE OF THE HAMS  
SIOUX CITY  
~~SKIRMISH~~ *CD 2-11-97*  
SKY DANCERS  
SOMEBODY TO LOVE  
SPACERANGER 1 HR  
SPACERANGERS PILOT  
STAG  
STEEL SHARKS  
STRAIGHTLINE  
STRATEGIC COMMAND  
STRIKING POINT  
SURFACE TO AIR  
SWORN TO VENGEANCE aka SECRET VOWS  
TAKING LIBERTY  
TEXAS PAYBACK  
THUNDERBIRDS! MUSIC VIDEO, THE  
TOM MIRANDA OUTDOOR SPORTS COLLECTION  
TROUBLE IN PARADISE  
TWO FATHERS: JUSTICE FOR THE INNOCENT  
ULTIMATE BASEBALL MEMORABILIA, THE  
UNDERTAKER'S WEDDING, THE  
UNFINISHED AFFAIR  
WHITE DWARF  
WHITE RAVEN  
WILLIE NELSON: SOME ENCHANTED EVENING  
YEARLING, THE  
YOUNG CONNECTICUT YANKEE IN KING, A  
YOUNG IVANHOE  
YOUNG POISONER'S HANDBOOK, THE

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**DOCUMENT COVER SHEET**  
 For Recordation of Documents  
 UNITED STATES COPYRIGHT OFFICE

DATE OF RECORDATION  
 (Assigned by Copyright Office)

FEB. 25. 1999  
 Month Day Year

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DO NOT WRITE ABOVE THIS LINE.

REMITTANCE \_\_\_\_\_

To the Register of Copyrights:  
 Please record the accompanying original document or copy thereof.

FUNDS RECEIVED \_\_\_\_\_

**1** NAME OF THE PARTY OR PARTIES TO THE DOCUMENT, AS THEY APPEAR IN THE DOCUMENT.

Party 1: Cabin Fever Ent, Inc. Party 2: Hallmark Entertainment Dist. Co.  
(assignor, grantor, etc.) (assignee, grantee, etc.)  
1 Sound Shore Rd. 1325 Ave. of the Americas  
(address) (address)  
Greenwich, CT 06830 21st Floor  
New York, NY 10019

**2** DESCRIPTION OF THE DOCUMENT:

Transfer of Copyright  Termination of Transfer(s) [Section 304]  Transfer of Mask Works  
 Security Interest  Shareware  Other Assignment Agreement  
 Change of Name of Owner  Life, Identity, Death Statement [Section 302]

**3** TITLE(S) OF WORK(S), REGISTRATION NUMBER(S), AUTHOR(S), AND OTHER INFORMATION TO IDENTIFY WORK.

Title "See Schedule" Registration Number \_\_\_\_\_ Author \_\_\_\_\_  
 Additional sheet(s) attached?  
 yes  
 no  
 If so, how many? \_\_\_\_\_

**4**  Document is complete by its own terms.  
 Document is not complete. Record "as is."

**5** Number of titles in Document: 217

**6** Amount of fee enclosed or authorized to be charged to a  
 Deposit Account \$240.00

**7** Account number DA-070416  
 Account name RHI Entertainment, Inc.

**8** Date of execution and/or effective date of accompanying  
 document March 2, 1998  
(month) (day) (year)

**9** AFFIRMATION: \* I hereby affirm to the Copyright Office that the information given on this form is a true and correct representation of the accompanying document. This affirmation will not suffice as a certification of a photocopy signature on the document.

[Signature]  
 Signature  
2.22.99  
 Date

**10** CERTIFICATION: \* Complete this certification if a photocopy of the original signed document is submitted in lieu of a document bearing the actual signature.  
 I certify under penalty of perjury under the laws of the United States of America that the accompanying document is a true copy of the original document.

[Signature]  
 Signature  
HEDC  
 Duty Authorized Agent of:  
2.22.98  
 Date

MAIL TO: **Hallmark Entertainment**  
 Number/Street/Apartment Number 1325 Avenue of the Americas, 21st Floor  
 City/State/ZIP New York, NY 10019 Attn: Mary Beth Joyce

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# Certificate of Recordation

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THIS CERTIFICATE IS ISSUED UNDER THE SEAL OF THE COPYRIGHT OFFICE.

DATE OF RECORDATION

25 Feb 99

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OFFICIAL SEAL

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