

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

STUART FRANKEL,

Plaintiff,

-against-

LYONS PARTNERSHIP, L.P.,

Defendant.

06 CV 6413 (LLS) (MHD)

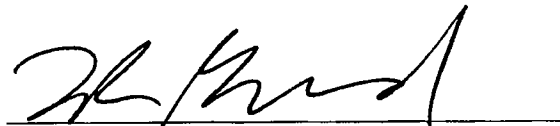
**DECLARATION OF
THOMAS R. GREENWOOD**

THOMAS R. GREENWOOD hereby declares, under penalty of perjury pursuant to 28 U.S.C. § 1746, that the following statements are true and correct:

1. I am Associate General Counsel and Senior Vice-President, Legal and Business Affairs of HIT Entertainment, Inc. (“HIT”), a Delaware corporation.
2. Lyons Partnership, L.P. (“Lyons”), the defendant in the captioned litigation, is wholly-owned by HIT, and in my role at HIT, I am authorized to make the statements contained herein on Lyons’ behalf.
3. I have read the complaint dated August 23, 2006 filed by plaintiff Stuart Frankel against Lyons, a true and correct copy of which is attached hereto as Exhibit A (the “Complaint”), and I respectfully submit this declaration in support of Lyons’ motion to dismiss that Complaint pursuant to Rule 12(b)(1) of the Federal Rules of Civil Procedure.
4. Lyons is a Texas limited partnership that owns or controls many valuable copyrights, trademarks and service marks related to the well-known fictional children’s character Barney the purple dinosaur.

5. Lyons hereby unconditionally and irrevocably covenants, promises and agrees not to sue or otherwise make any claim directly or indirectly against Stuart Frankel, the plaintiff in the captioned lawsuit, for infringing any copyright, trademark and/or service mark interests owned or controlled by Lyons based on the content of Frankel's website as it existed at any time prior to and including August 23, 2006, and as it is described in detail in the Complaint.

I declare under the penalty of perjury that the foregoing is true and correct. Executed on September 28, 2006.



THOMAS R. GREENWOOD