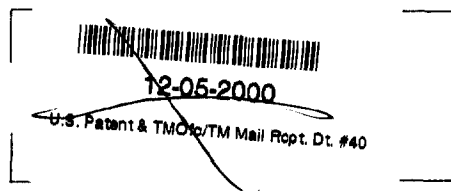


03-27-2001



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

12.5.00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Unapix Entertainment, Inc., as debtor-in-possession Execution Date
Month Day Year 11/30/00

Formerly _____ *499534*

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name General Electric Capital Corporation

DBA/AKATA _____

Composed of _____

Address (line 1) 350 South Beverly Drive

Address (line 2) Suite 200

Address (line 3) Beverly Hills California 90212
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization New York

TRADEMARK RECEIVED
U.S. PATENT & TRADEMARK OFFICE
DEC-5 A 9 30
TRADEMARK FEE PROCEEDS

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20312

REEL: 002257 FRAME: 0852

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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<input type="text" value="499,541"/>	<input type="text" value="499,630"/>	<input type="text" value="499,631"/>
<input type="text" value="499,915"/>	<input type="text" value="501,957"/>	<input type="text" value="501,968"/>

<input type="text" value="2,199,465"/>	<input type="text" value="2,226,676"/>	<input type="text" value="2,226,563"/>
<input type="text" value="2,177,523"/>	<input type="text" value="2,285,929"/>	<input type="text" value="2,248,128"/>
<input type="text" value="2,286,000"/>	<input type="text" value="2,250,194"/>	<input type="text" value="2,304,527"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

R. Paul Barkes, Esq.
R. Paul Barkes, Esq.

Name of Person Signing

R. Paul Barkes
R. Paul Barkes

Signature

12/1/00

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

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<input type="text" value="756,986"/>	<input type="text" value="76/113,747"/>	<input type="text"/>
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Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

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Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

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TRADEMARK SECURITY AGREEMENT

WHEREAS, UNAPIX ENTERTAINMENT, INC., a Delaware corporation, UNAPIX PRODUCTIONS WEST, a California corporation, FRESH DEVELOPMENT, INC., a Delaware corporation, UNAPIX ONLINE, INC., a New Jersey corporation formerly known as Unapix Direct Media, Inc., GREEN LEAF ADVERTISING COMPANY, INC., a New York corporation, UNAPIX SYNDICATION INC., a New York corporation, and PACIFIC SURF PRODUCTIONS, a California corporation, each a debtor and debtor-in-possession under Chapter 11 of the Bankruptcy Code (individually a "Grantor" and collectively, the "Grantors") have entered into a Debtor-In-Possession Credit and Security Agreement dated as of November 30, 2000 (the "Credit Agreement"), with General Electric Capital Corporation ("Lender"), pursuant to which the Lender has agreed to make loans to the Grantors subject to the terms and conditions set forth therein; and

WHEREAS, pursuant to the terms of the Credit Agreement, the Grantors have granted to the Lender a security interest in all of the personal property of the Grantors to secure the payment of the Obligations (as such term is defined in the Credit Agreement), which personal property includes without limitation all right, title and interest of the Grantors in, to and under any of the following, whether now owned or hereafter acquired (collectively, the "Trademarks"):

(a) all trademarks, trade names, corporate names, business names, trade styles, service marks, logos, other source or business identifiers, prints and labels on which any of the foregoing have appeared or appear, designs and general intangibles of like nature (whether registered or unregistered), now owned or existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, including registrations, recordings and applications in the United States Patent and Trademark Office or in any similar office or agency of the United States, any state or territory thereof, or any other country or any political subdivision thereof, including without limitation all of the trademarks listed in Schedule A attached hereto (as such Schedule may be amended from time to time by the addition of Trademarks subsequently registered or otherwise adopted or acquired); (b) all reissues, extensions or renewals thereof; and (c) all goodwill associated with or symbolized by any of the foregoing, whether now existing or hereafter arising or acquired, and all proceeds thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the undersigned, hereby agree as follows:

1. The Grantors hereby jointly and severally grant to Lender, together with its successors and assigns, for security pursuant to the terms of and in connection with the Credit Agreement and related documents, a continuing security interest in all right, title and interest of each and all of the Grantors in and to the following (all of the following items or types of property being collectively referred to herein as the "Collateral"), whether presently existing or hereafter arising or acquired:

(i) each Trademark and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, including without limitation each Trademark referred to in Schedule A annexed hereto;

(ii) each Trademark license, including without limitation each Trademark license referred to in Schedule B annexed hereto, to the extent such Trademark license does not prohibit the licensee from assigning or granting a security interest in its rights thereunder; and

(iii) all products and proceeds of, and income from, any of the foregoing, including without limitation any claim by any Grantor against third parties for the past, present or future infringement or dilution of any Trademark or any Trademark licensed under any Trademark license, or for injury to the goodwill associated with any Trademark.

2. The Grantors agree that if any person, firm, corporation or other entity shall do or perform any acts which Lender believes constitute an infringement of any Trademark, or violate or infringe any right of any Grantor or Lender therein or if any person, firm, corporation or other entity shall do or perform any acts which Lender believes constitute an unauthorized or unlawful use thereof, then and in any such event, Lender may and shall have the right to take such steps and institute such suits or proceedings as Lender may deem advisable or necessary to prevent such acts and conduct and to secure damages and other relief by reason thereof, and to generally take such steps as may be advisable or necessary or proper for the full protection of the rights of the parties, but Lender shall not be obligated to do any of the foregoing. Lender may take such steps or institute such suits or proceedings in its own name or in the name of any or all of the Grantors or in the names of the parties jointly.

3. Each Grantor hereby irrevocably constitutes and appoints Lender as its lawful attorney-in-fact to do all acts and things permitted or contemplated by the terms hereof and pursuant to the aforesaid Credit Agreement, which appointment shall be deemed coupled with an interest and irrevocable.

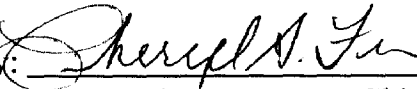
4. This Trademark Security Agreement is granted in conjunction with the security interest granted to Lender pursuant to the Credit Agreement. Each Grantor acknowledges and affirms that the rights and remedies of Lender with respect to the Collateral made and granted hereby are subject to, and more fully set forth in, the Credit Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

5. IN ALL RESPECTS, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE, THIS TRADEMARK SECURITY AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE UNITED STATES OF AMERICA, INCLUDING WITHOUT LIMITATION THE BANKRUPTCY CODE, AND TO THE EXTENT NOT INCONSISTENT THEREWITH, THE LAWS OF THE STATE

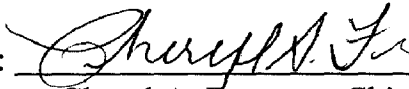
OF CALIFORNIA APPLICABLE TO CONTRACTS MADE AND PERFORMED IN THAT STATE.

IN WITNESS WHEREOF, this Agreement has been duly executed as of November 30, 2000.

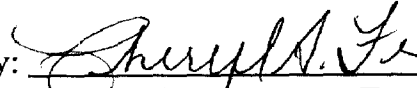
UNAPIX ENTERTAINMENT, INC., a Delaware corporation

By: 
Cheryl A. Freeman, Chief Financial Officer

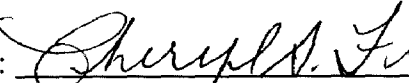
UNAPIX ONLINE, INC., a New Jersey corporation

By: 
Cheryl A. Freeman, Chief Financial Officer

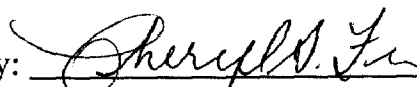
UNAPIX PRODUCTIONS WEST, a California corporation

By: 
Cheryl A. Freeman, Treasurer

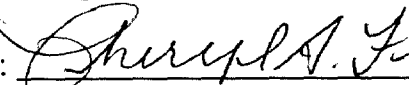
GREEN LEAF ADVERTISING COMPANY, INC., a New York corporation

By: 
Cheryl A. Freeman, Chief Financial Officer

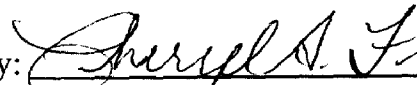
FRESH DEVELOPMENT, INC., a Delaware corporation

By: 
Cheryl A. Freeman, Treasurer

UNAPIX SYNDICATION INC., a New York corporation

By: 
Cheryl A. Freeman, Treasurer

PACIFIC SURF PRODUCTIONS, a California corporation

By: 
Cheryl A. Freeman, Treasurer

State of California)

County of LOS ANGELES)

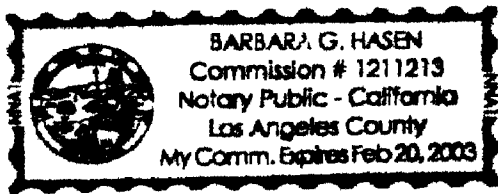
ss.

On NOVEMBER 20, 2000, before me, Barbara G. Hasen personally appeared CHERYL A. FREEMAN, ~~personally known to me~~ (or 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.

Barbara G. Hasen

(SEAL)



SCHEDULE A

FEDERAL TRADEMARKS

REGISTERED MARKS

<u>MARK</u>	<u>REG #</u>	<u>DATE ISSUED</u>	<u>CLASS</u>	<u>GOODS/SERVICES</u>
A-PIX ENTERTAINMENT	2,199,465	10/27/98	9	Pre-recorded videotapes and videodiscs
A-PIX ENTERTAINMENT and DESIGN	2,226,676	2/23/99	9	Pre-recorded videotapes and videodisc
THE HORROR SHOP	2,226,563	2/23/99	35	Mail order catalog services in the field of Macabre-themed items
INNER DIMENSION and DESIGN	2,177,523	7/23/98	9	Pre-recorded audio tapes and discs, video tapes and discs on the subject of religious, spiritual and cultural beliefs and philosophy
INNER DIMENSION and DESIGN	2,285,929	10/12/99	42	Mail order catalog services featuring spiritual, religious, cultural and philosophy- oriented merchandise
MIRAMAR PRODUCTIONS	1,632,180	1/22/91	9	Pre-recorded audio tapes and cds, featuring music and pre-recorded videotapes and films featuring audio and nature themes
"U Design" (upright)	2,248,128	5/25/99	42	Mail order catalog services
"U Design" (upright)	2,286,000	10/12/99	9	Pre-recorded videotapes and videodiscs
"U Design" (upright)	2,250,194	6/1/99	41	Production and distribution of motion pictures and television programs for others
"U Design" (downwards)	2,304,527	12/28/99	9	Pre-recorded videotapes and videodiscs
UNAPIX	1,831,619	4/19/94	41	Distribution of motion pictures for others
UNAPIX FILMS, INC.	2,156,745	5/12/98	41	Production and distribution of motion pictures and television programs for others
UNAPIX FILMS, INC. and "U Design"	2,248,129	5/25/99	41	Production and distribution of motion pictures and television programs for others

PENDING APPLICATIONS

<u>MARK</u>	<u>SERIAL #</u>	<u>DATE FILED</u>	<u>CLASS</u>	<u>GOODS/SERVICES</u>	<u>STATUS</u>
DOCERE*	499,534	6/10/98	9	Pre-recorded audio and video tapes and discs, interactive video discs and computer software	Notice of Allowance Issued 2/29/00
DOCERE*	499,535	6/10/98	18	Tote bags, backpacks, key cases, waist packs and	Notice of Allowance Issued 2/29/00

				umbrellas	
DOCERE*	499,537	6/10/98	28/9	Games and toys/Computer Game and video game software	Notice of Allowance Issued 2/29/00
DOCERE*	499,541	6/10/98	14	Watches and jewelry	Notice of Allowance Issued 3/2/00
DOCERE*	499,630	6/10/98	25	Clothing, namely t-shirts Sweatshirts, caps and hats	Notice of Allowance Issued 2/29/00
DOCERE*	499,631	6/10/98	20/21	Non-metal key rings and figurines of bone, ivory, plastic, plaster, wax and wood/ Mugs, drinking glasses and decorative plates	Notice of Allowance Issued 2/29/00
DOCERE*	499,915	6/10/98	16	Books and magazines from non-fiction tv programs	Notice of Allowance Issued 2/29/00
DOCERE*	501,957	6/10/98	26	Ornamental novelty buttons	Notice of Allowance Issued 2/29/00
DOCERE*	501,968	6/10/98	41,42	Providing information on the subject of history, science, medicine sports,nature and art by means of a global computer network	Notice of Allowance Issued 3/7/00
DOCERE*	501,969	6/10/98	41	Production and distribution of motion Pictures, television show production Distribution of television programs Videotape production services	Notice of Allowance Issued 2/29/00
DOCERE*	501,970	6/10/98	6	Metal key chains and money clips	Notice of Allowance Issued 3/7/00
INNER DIMENSION and DESIGN	226,804	1/16/97	16	Publications and printed materials, namely books, magazines, newsletters, posters, stationery, greeting cards, writing pads featuring religious and spiritual beliefs, culture and philosophy	Notice of Allowance Issued 6/29/99 Extension Filed 12/29/99
ULTIMATE DVD DEMO	756,986	7/22/99	9	Digital video disc samplers of digital video programming	Response to O/A filed 9/8/00
UNAPIX ENTERTAINMENT, INC. AND DESIGN	76/113,747	8/22/00	9,42	Pre-recorded audio cassettes, compact discs video cassettes, video tapes, video discs, CD ROMs, DVDs, DVD ROMs, featuring history, drama, documentaries, erotic material, romance, thrillers, horror, suspense, mystery animation, children's And family subjects in Class 9 Production and distribution of motion pictures, television, internet, Video on demand, pay per view and video streaming programs for others in Class 42	

*Licensed to Tim Smith

SCHEDULE B

TRADEMARK LICENSES

None.



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
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Washington, D.C. 20231

MARCH 09, 2001

PTAS
KAYE, SCHOLER, PIERMAN, HAYS & HANDLER
R. PAUL BARKES
1999 AVENUE OF THE STARS, SUITE 1600
LOS ANGELES, CA 90067



101568387A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 101568387

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ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS