

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Somerset Entertainment Ltd.		03/18/2005	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	The Toronto-Dominion Bank
Street Address:	100 Wellington Street West
Internal Address:	26th Floor
City:	Toronto
State/Country:	CANADA
Postal Code:	M5K 1A1
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1543364	SOLITUDES
Registration Number:	2168815	AVALON
Registration Number:	2246941	REFLECTIONS OF NATURE
Registration Number:	2894072	SOMERSET ENTERTAINMENT
Registration Number:	2587451	PLATINUM LEGENDS
Registration Number:	2546526	MOTHER'S LOVE MUSIC

CORRESPONDENCE DATA

Fax Number: (612)332-9081
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: jstinson@merchant-gould.com
 Correspondent Name: Andrew S. Ehard
 Address Line 1: P.O. Box 2910
 Address Line 4: Minneapolis, MINNESOTA 55402

CH \$165.00 1543364

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:	Andrew S. Ehard
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Signature:	/Andrew S. Ehard/
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Date:	06/17/2005
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Total Attachments: 2 source=somersetsecurityagreement#page1.tif source=somersetsecurityagreementpg2#page1.tif

**CONFIRMATION OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

RECITALS:

- A. Somerset Entertainment Ltd. (the "**Guarantor**"), a corporation incorporated in Ontario with offices at 250 Ferrand Drive, Suite 1100, Toronto, Ontario, M3C 3G8 is the owner of the trade-marks set forth in Exhibit "A", the registrations and applications for the trade-marks identified therein and the underlying goodwill of said trade-marks (collectively, the "**Trade-Marks**");
- B. The Toronto-Dominion Bank (the "**Bank**") has advanced or will advance loans and other credit and/or other financial services to Somerset Entertainment Limited Partnership pursuant to a credit agreement made as of March 18, 2005 (such credit agreement, as changed and in effect from time to time, the "**Credit Agreement**") between Somerset Entertainment Limited Partnership and the Bank, and as a condition of the Credit Agreement the Guarantor has granted security to the Bank; and
- C. The Guarantor has entered into an agreement entitled "Intellectual Property Security Agreement" dated March 18, 2005 (the "**Security Agreement**") in favour of the Bank by which, inter alia, the Guarantor granted to the Bank a security interest in certain property, including the Trade-Marks, in consideration of, inter alia, the provision of credit facilities by the Bank pursuant to the terms and conditions contained in the Credit Agreement in favour of Somerset Entertainment Limited Partnership.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged and in accordance with the terms and obligations set forth in the Security Agreement, the Guarantor confirms the grant to the Bank of a security interest in and to the Trade-Marks.

DATED at Toronto this 18th day of March, 2005.

SOMERSET ENTERTAINMENT LTD.

By: _____

Authorized Signing Officer

DATED at Toronto on this 18th day of March, 2005, before me appeared and the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her behalf or on behalf of the corporation identified and referred to herein as the Debtor.

Signature of Notary Public

EXHIBIT A**1. CANADIAN TRADEMARKS**

Trademark	Application Number	Registration Number
SOLITUDES	464,327	TMA266,947
AVALON	789,778	TMA472,039
REFLECTIONS OF NATURE	807,804	TMA473,499
MUSICAL REFLECTIONS	875,382	TMA520,252
SOMERSET ENTERTAINMENT	1,082,694	TMA582,345
PLATINUM LEGENDS	1,045,527	TMA554,860
MOTHER'S LOVE MUSIC	1,057,213	TMA571,718

2. U.S. TRADEMARKS

Trademark	Application Number	Registration Number
SOLITUDES	73/752,835	1,543,364
AVALON	75/055,886	2,168,815
REFLECTIONS OF NATURE	75/168,606	2,246,941
SOMERSET ENTERTAINMENT	76/172,859	2,894,072
PLATINUM LEGENDS	76/104,692	2,587,451
MOTHER'S LOVE MUSIC	76/124,552	2,546,526