

06-10-2005

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)



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

6/9/05

REC: 103018995
TI

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Madacy Entertainment Group, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) May 31, 2005

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of Montreal

Internal Address: _____

Street Address: 1501 McGill College Ave

City: SUITE 3200 Montreal, Quebec

State: _____

Country: Canada Zip: H3A 3M8

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
75239317 Sun Splashin'

B. Trademark Registration No.(s)
2,918,589 Mama Gallina

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Jay S. Paranjpe, Esq.

Internal Address: _____

Street Address: Clark Hill PLC
500 Woodward Ave., Suite 3500

City: Detroit

State: MI Zip: 48226-3435

Phone Number: (313)965-8300

Fax Number: (313)965-8252

Email Address: jparanjpe@clarkhill.com

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$720.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-1759

Authorized User Name Jay S. Paranjpe, Esq.

9. Signature: _____

June 6, 2005

Jay S. Paranjpe
Signature

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

06/10/2005 EC00PER 00000002 501759 75239317

01 FC:8521 40.00 DA
02 FC:8522 425.00 DA

TRADEMARK
REEL: 003178 FRAME: 0861

CONTINUATION OF ITEM 4

2,872,399	Party on Karaoke
2,809,215	Word & Worship
2,738,148	Brewed Moods
2,633,144	Rock On Christian
2,537,307	Baby Steps
2,311,761	Baby Symphony
2,311,756	Baby Symphony Tender Moods
2,311,755	Baby Symphony Sweet Dreams
2,311,754	Baby Symphony Sweet Fantasies
2,311,492	R Relentless Records
2,304,221	Relentless Records
2,404,592	A lifetime of music for the 21 st century
2,358,369	In Orchestra Experience <i>Design</i>
2,366,898	In Orchestra Experience
2,276,491	Knightsbridge Symphony Orchestra
2,243,335	M Madacy Entertainment

COLLATERAL ASSIGNMENT FOR SECURITY

Trademarks

WHEREAS, Madacy Entertainment Group, Inc., a corporation organized under the laws of Delaware (herein referred to as "**Assignor**"), has adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered in, or are the subject of pending applications for registration in, the United States Patent and Trademark Office (the "**Trademarks**");

WHEREAS, Assignor and Bank of Montreal, as Administrative Agent (in such capacity, the "**Assignee**") are parties to that certain Intellectual Property Security Agreement (the "**Security Agreement**") to secure the payment of the **Obligations** (as defined in the Security Agreement);

WHEREAS, pursuant to the Security Agreement, Assignor has granted to Assignee a security interest in all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized thereby and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (as further described in the IP Security Agreement, the "**Collateral**"), to secure the prompt payment and performance of the Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby grant to Assignee a security interest in the Collateral to secure the prompt payment and performance of the Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is:.

Bank of Montreal
1501 McGill College Avenue
Suite 3200
Montreal, Québec, H3A 3M8

Attention: Dominic Costantini, Director
Fax: (514) 286-7381

IN WITNESS WHEREOF, Assignor has caused this Collateral Assignment for Security to be duly executed by its officer thereunto duly authorized as of the 31 day of May, 2005.

MADACY ENTERTAINMENT GROUP, INC.

By: 

Name: Hillel Frankel

SCHEDULE 1 TO ASSIGNMENT FOR SECURITY

Registered trademarks in the United States in the name of Debtor:

Trademark and registration number	Registration Date	Description
Mama Gallina (US2,918,589)	January 18, 2005	Video cassettes, CD's and cassettes all containing sound recording for children.
Party on Karaoke (US2,872,399)	August 10, 2004	Sound recordings featuring music, namely, phonographic records, audiotapes, and compact discs featuring music.
Word & Worship (US2,809,215)	January 27, 2004	Sound recordings featuring music, namely, phonographic records, audio tapes, and compact discs featuring music.
Brewed Moods (US2,738,148)	July 15, 2003	Sound recordings featuring music, namely, phonographic records, audio tapes, and compact discs featuring music.
Rock On Christian (US2,633,144)	October 8, 2002	Pre-recorded audio cassettes, pre-recorded audio compact discs and pre-recorded phonographic recordings, all featuring music for religious and entertainment purposes. Entertainment services, namely, the production of phonographic records, audio tapes, and audio compact discs for religious and entertainment purposes.
Baby Steps (US2,537,307)	February 5, 2002	Pre-recorded audio cassettes, pre-recorded audio compact discs and pre-recorded phonographic recordings, all featuring music for educational and entertainment purposes focusing and infant development.

Trademark and registration number	Registration Date	Description
Baby Symphony (US2,311,761)	January 25, 2000	Pre-recorded phonograph records, cassette tapes, compact discs, digital video discs, videos and CD-ROMs featuring music.
Baby Symphony Tender Moods (US2,311,756)	January 25, 2000	Pre-recorded phonograph records, cassette tapes, compact discs, digital video discs, videos and CD-ROMs featuring music.
Baby Symphony Sweet Dreams (US2,311,755)	January 25, 2000	Pre-recorded phonograph records, cassette tapes, compact discs, digital video discs, videos and CD-ROMs featuring music.
Baby Symphony Sweet Fantasies (US2,311,754)	January 25, 2000	Pre-recorded phonograph records, cassette tapes, compact discs, digital video discs, videos and CD-ROMs featuring music.
R Relentless Records (US2,311,492)	January 25, 2000	Pre-recorded phonograph records, cassette tapes, compact discs, digital video discs, videos and CD-ROMs featuring music.
Relentless Records (US2,304,221)	December 28, 1999	Pre-recorded phonograph records, cassette tapes, compact discs, digital video discs, videos and CD-ROMs featuring music.
A lifetime of music for the 21st century (US2,404,592)	November 14, 2000	Pre-recorded phonograph records, cassette tapes, compact discs, digital video discs, videos and CD-ROMs featuring music.
In Orchestra Experience <i>Design</i> (US2,358,369)	June 13, 2000	Pre-recorded phonograph records, cassette tapes, compact discs, digital video discs, videos and CD-ROMs featuring music.
In Orchestra Experience (US2,366,898)	July 11, 2000	Pre-recorded phonograph records, cassette tapes, compact discs, digital video discs, videos and CD-ROMs featuring music.

Trademark and registration number	Registration Date	Description
Knightsbridge Symphony Orchestra (US2,276,491)	September 7, 1999	Pre-recorded cassette tapes, phonograph records, CDs, video tapes and digital video discs featuring music.
M Madacy Entertainment (US2,243,335)	May 4, 1999	Pre-recorded phonographs, audio cassette tapes, video cassette tapes, compact discs and CD-ROMs, all featuring music. Distributorship services for music, video and software products.

Trademark applications in the United States in the name of Debtor:

Trade-Marks	Filing Date	Description
Sun Splashin' (US serial number 75239317)	February 10, 1997	Pre-recorded phonograph records, audio cassette tapes, video cassette tapes, compact disks and CD-Roms, all featuring music.