

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cast & Crew Payroll, Inc.		08/14/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Payroll Acquisition, LLC		
Street Address:	100 E. Tujunga Avenue		
City:	Burbank		
State/Country:	CALIFORNIA		
Postal Code:	91502		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1722351		
Registration Number:	1722352	CAST & CREW	
CORRESPONDENCE DATA			
Fax Number:	(212)446-4900		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-446-4800		
Email:	hsmith@kirkland.com		
Correspondent Name:	Hayley Smith, Sr. Legal Assistant		
Address Line 1:	Kirkland & Ellis LLP		
Address Line 2:	153 East 53rd Street		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	C&C ASSIGNMENT RECORDAL		
NAME OF SUBMITTER:	Hayley Smith, Sr. Legal Assistant		
Signature:	//Hayley Smith//		

CH 1722351 \$65.00

Date:

12/06/2006

Total Attachments: 4

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of August 14, 2006 ("Effective Date") by and between Cast & Crew Payroll Inc., a California corporation ("Assignor") and Payroll Acquisition, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor is the sole and exclusive owner of the entire right, title and interest in and to the trademark registrations and applications for trademark registration set forth on Schedule A (collectively, the "Marks"); and

WHEREAS, in connection with that certain Asset Purchase Agreement between Assignor and Assignee, dated as of the Effective Date, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, all right, title and interest in and to the Marks, together with the goodwill associated with the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, conveys, transfer and delivers to Assignee the entire right, title and interest in and to (a) the Marks, together with all renewals thereof and all goodwill associated therewith; (b) all causes of action relating to the Marks; and (c) all income, royalties or payments due or payable as of the date hereof or thereafter relating to the Marks, including, without limitation, all claims for damages by reason of past, present or future infringement, dilution or other unauthorized use of the Marks, with the right to sue for and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives, all free and clear of any liens, security interests and other encumbrances.

Assignor hereby requests the United States Commissioner of Patents and Trademarks to record Assignee as the assignee and owner of the Marks.

**[END OF PAGE]
[SIGNATURE PAGE FOLLOWS]**

SIGNATURE PAGE TO TRADEMARK ASSIGNMENT

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

CAST & CREW PAYROLL INC.

By:



Name: C. Edward Spiegel

Title: President

Acknowledged by:

PAYROLL ACQUISITION, LLC

By: _____

Name: _____

Title: _____

SIGNATURE PAGE TO TRADEMARK ASSIGNMENT

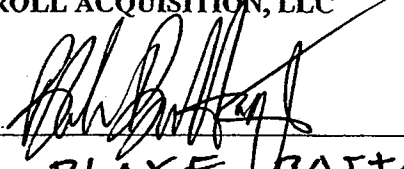
IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

CAST & CREW PAYROLL INC.

By: _____
Name:
Title:

Acknowledged by:

PAYROLL ACQUISITION, LLC

By: 
Name: BLAKE DATTAGLIA
Title: VICE PRESIDENT

SCHEDULE A
TO
TRADEMARK ASSIGNMENT

1. Cast & Crew
Registration Number: 1,722,352
Registered on October 6, 1992

2. Design Only
Registration Number: 1,722,351
Registered on October 6, 1992
Amended on July 23, 2002