

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Alliance Atlantis International Distribution, LLC		04/29/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank
Street Address:	120 South Lasalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	78734368	ECHO BRIDGE HOME ENTERTAINMENT
Registration Number:	2324007	A
Registration Number:	2314584	A
Serial Number:	75613676	ALLIANCE ATLANTIS
Serial Number:	75613688	ALLIANCE ATLANTIS

CORRESPONDENCE DATA

Fax Number: (202)739-3001

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2027395723

Email: chimmelfarb@morganlewis.com

Correspondent Name: Carolyn Himmelfarb

Address Line 1: 1111 Pennsylvania Avenue, N.W.

Address Line 2: Attention: TMSU

Address Line 4: Washington, DISTRICT OF COLUMBIA 20816

900106659

TRADEMARK
REEL: 003778 FRAME: 0964

CH \$140.00 78734368

ATTORNEY DOCKET NUMBER:	066397.0385
NAME OF SUBMITTER:	Carolyn Himmelfarb
Signature:	/Carolyn Himmelfarb/
Date:	05/15/2008
<p>Total Attachments: 12</p> <p>source=TM Security Agreement#page1.tif</p> <p>source=TM Security Agreement#page2.tif</p> <p>source=TM Security Agreement#page3.tif</p> <p>source=TM Security Agreement#page4.tif</p> <p>source=TM Security Agreement#page5.tif</p> <p>source=TM Security Agreement#page6.tif</p> <p>source=TM Security Agreement#page7.tif</p> <p>source=TM Security Agreement#page8.tif</p> <p>source=TM Security Agreement#page9.tif</p> <p>source=TM Security Agreement#page10.tif</p> <p>source=TM Security Agreement#page11.tif</p> <p>source=TM Security Agreement#page12.tif</p>	

TRADEMARK SECURITY AGREEMENT
(TRADEMARKS, TRADEMARK REGISTRATIONS,
TRADEMARK APPLICATIONS AND TRADEMARK LICENSES)

WHEREAS, Alliance Atlantis International Distribution, LLC (the "Borrower") and the Guarantors, if any, referred to in the Credit Agreement (as hereinafter defined) (the "Guarantors", and together with the Borrower, each a "Pledgor" and collectively the "Pledgors") now own or hold and may hereafter adopt, acquire or hold Trademarks (defined as all of the following: all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade dress, logos, other source of business identifiers and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof or similar property rights, and all applications in connection therewith, including, without limitation, 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 thereof or any other country or any political subdivision of any thereof, and all reissues, extensions or renewals thereof) including, without limitation, the Trademarks listed on Schedule A annexed hereto, as such Schedule may be amended from time to time by the addition of Trademarks subsequently registered or otherwise adopted or acquired; and

WHEREAS, pursuant to that certain Credit, Security, Pledge and Guaranty Agreement, dated as of April 30, 2008 (as the same may be amended, supplemented or otherwise modified, renewed or replaced from time to time, the "Credit Agreement"), among the Pledgors, the Lenders referred to therein (the "Lenders") and JPMorgan Chase Bank, National Association, a national banking association, as administrative agent (in such capacity, the "Administrative Agent"), the Lenders have agreed to make loans to the Borrower; and

WHEREAS, pursuant to the terms of the Credit Agreement, the Pledgors have granted to the Administrative Agent (for the benefit of itself and the Lenders) a security interest in and to all personal property of the Pledgors including, without limitation, all right, title and interest of the Pledgors in, to and under all of the Pledgors' Trademarks and Trademark licenses (including, without limitation, those Trademark licenses listed on Schedule B hereto), whether now owned, presently existing or hereafter arising, adopted or acquired and whether or not in possession of the Pledgors, together with the goodwill of the business connected with, and symbolized by, the Trademarks and all products and proceeds thereof and all income therefrom, including, without limitation, any and all causes of action which exist now or may exist in the future by reason of infringement or dilution thereof or injury to the associated goodwill, to secure the payment and performance of the Obligations; and

WHEREAS, the Administrative Agent and the Pledgors by this instrument seek to confirm and make a record of the grant of a security interest in the Trademarks and the goodwill associated therewith.

IN WITNESS WHEREOF, the Pledgors have caused this Trademark Security Agreement to be duly executed as of April 29, 2008.

PLEDGORS:

ALLIANCE ATLANTIS INTERNATIONAL
DISTRIBUTION, LLC

By: Echo Bridge Entertainment, LLC its Sole
Managing Member

By: 

Name: Michael Rosenblatt

Title: Managing Member

ECHO BRIDGE ENTERTAINMENT, LLC

By: 

Name: Michael Rosenblatt

Title: Managing Member

PLATINUM DISC, LLC

By: Echo Bridge Entertainment, LLC its
Managing Member

By: 

Name: Michael Rosenblatt

Title: Managing Member

STATE OF Massachusetts
: ss.:
COUNTY OF Worcester)

On this the 29 day of April, 2008, before me,
Crystal Carter, the undersigned Notary Public, personally appeared
Michael Rosenblatt,

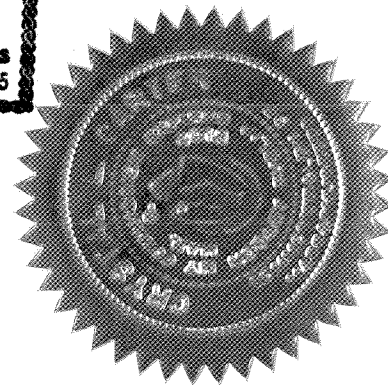
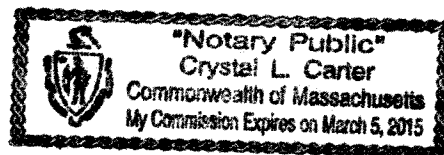
[☒] personally known to me,

[☒] proved to me on the basis of satisfactory evidence, to be the Managing Member
of Echo Bridge Entertainment, LLC, Platinum Disc, LLC and Alliance Atlantis International
Distribution, LLC (collectively, the "Company") who executed the foregoing instrument on
behalf of the Company and acknowledged that the Company executed it pursuant to a resolution
of its Board of Directors.

WITNESS my hand and official seal.

Crystal Carter

Notary Public



TRADEMARK SECURITY AGREEMENT

TRADEMARK
REEL: 003778 FRAME: 0968

SCHEDULE A

TRADE-MARKS

(Common-Law Trade-marks)

ALLIANCE ATLANTIS & A Design	
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(Registered or Applied For Trade-marks)

6798535 Canada Inc. (New AAPL) Trade-marks

Country	Mark	Application Number	Registration Number
Argentina	A Design	2194368	1781091
Argentina	A Design	2194367	1781090
Argentina	ALLIANCE ATLANTIS	2193130	1.842.772
Australia	A Design	781292	781292
Australia	ALLIANCE ATLANTIS	780213	780213
Austria	A Design	3271/99	184124
Austria	ALLIANCE ATLANTIS	7666/98	184129
Benelux	ALLIANCE ATLANTIS	928521	652209
Benelux	A Design	929016	652211

Country	Mark	Application Number	Registration Number
Brazil	A Design	821506307	821506307
Brazil	A Design	821506285	821506285
Brazil	ALLIANCE ATLANTIS	821506269	821506269
Brazil	ALLIANCE ATLANTIS	821506293	821506293
Chile	A Design	439498	549,951
Chile	ALLIANCE ATLANTIS (Class 38 & 41)	439497	549,950
China	A Design	9800142696	1397658
China	A Design	9800142695	1388950
China	ALLIANCE ATLANTIS	9800142694	1397657
China	ALLIANCE ATLANTIS	9800142693	1388942
CTM	ALLIANCE ATLANTIS & A Design	4424305	4424305
Denmark	A Design	va199805381	vr200000509
Denmark	ALLIANCE ATLANTIS (Class 38 & 41)	VA199805205	VR199903049
Finland	A Design	t199804185	215532
Finland	ALLIANCE ATLANTIS	T199803998	218339
France	A Design	N/A	94514641

Country	Mark	Application Number	Registration Number
France	ALLIANCE ATLANTIS	N/A	98762801
Germany	A Design	398 72 829 1	39872829
Germany	ALLIANCE ATLANTIS	398 70 176.8	39870176
Hong Kong	A Design	98 17030	199912939
Hong Kong	A Design	98 17031	199916340
Hong Kong	ALLIANCE ATLANTIS	98 16381	199912469
Hong Kong	ALLIANCE ATLANTIS	98 16383	200006886
Ireland	A Design	N/A	163650
Ireland	A Design	200335	200335
Ireland	ALLIANCE ATLANTIS	N/A	211529
Israel	A Design	124647	124647
Israel	A Design	124646	124646
Israel	ALLIANCE ATLANTIS	124427	124427
Israel	ALLIANCE ATLANTIS	124426	124426
Italy	A Design	MI98CO12630	851973

Country	Mark	Application Number	Registration Number
Italy	ALLIANCE ATLANTIS	MI98CO12232	851632
Japan	A Design	001721/99	4424629
Japan	ALLIANCE ATLANTIS	106143	4420883
Korea	A Design	N/A	56840
Korea	ALLIANCE ATLANTIS	N/A	57556
Malaysia	A Design	98/14636	98014636
Malaysia	A Design	98/14637	98/14637
Malaysia	ALLIANCE ATLANTIS	98/14177	98014177
Malaysia	ALLIANCE ATLANTIS	98/14178	98/14178
Mexico	A Design	359999	665445
Mexico	A Design	359998	654234
Mexico	ALLIANCE ATLANTIS	357699	619013
New Zealand	A Design	302976	302976
New Zealand	A Design	302975	302975
New Zealand	ALLIANCE ATLANTIS	302254	302254

Country	Mark	Application Number	Registration Number
New Zealand	ALLIANCE ATLANTIS	302255	302255
Norway	ALLIANCE ATLANTIS	N/A	197163
Norway	A Design	1998.12016	197810
Peru	A Design	76079	17193
Peru	A Design	76080	17781
Peru	ALLIANCE ATLANTIS	75404	18068
Peru	ALLIANCE ATLANTIS	75405	17511
Russia	A Design	98719730	187149
Russia	ALLIANCE ATLANTIS	98719069	206427
Singapore	A Design	12605/98	T98/12605C
Singapore	A Design	12606/98	T98/12606A
Singapore	ALLIANCE ATLANTIS	12333/98	T98/12333Z
Singapore	ALLIANCE ATLANTIS	12334/98	T98/12334H
South Africa	A Design	98/22703	98/22703
South Africa	A Design	98/22702	98/22702

Country	Mark	Application Number	Registration Number
South Africa	ALLIANCE ATLANTIS	98/21921	98/21921
South Africa	ALLIANCE ATLANTIS	98/21920	98/21920
Spain	A Design	2203732	2203732
Spain	A Design	2203731	2203731
Spain	ALLIANCE ATLANTIS	N/A	2200743
Spain	ALLIANCE ATLANTIS	N/A	2200742
Sri Lanka	A Design (Class 38)	91011	N/A
Sri Lanka	A Design (Class 41)	91012	N/A
Sri Lanka	ALLIANCE ATLANTIS	90787	90787
Sri Lanka	ALLIANCE ATLANTIS	90788	90788
Sweden	ALLIANCE ATLANTIS	98 09197	338615
Sweden	A Design	98 08506	339856
Switzerland	A Design	10472/1998	462732
Switzerland	ALLIANCE ATLANTIS	10200/1998	461767
Taiwan	ALLIANCE ATLANTIS	87058624	120956

Country	Mark	Application Number	Registration Number
Taiwan	A Design	N/A	120991
Taiwan	A Design	87060737	119718
Taiwan	ALLIANCE ATLANTIS	87058623	117266
Thailand	A Design	378500	SM10135
Thailand	A Design	378499	SM9879
Thailand	ALLIANCE ATLANTIS	378497	SM9879
Thailand	ALLIANCE ATLANTIS	378498	SM10015
UK	A Design	N/A	2128201
UK	A's Design (Series of 3 Gray Scale Marks)	N/A	2136413
UK	ALLIANCE ATLANTIS	2183808	2183808
Uruguay	A Design	N/A	309479
Uruguay	ALLIANCE ATLANTIS	309285	309285
USA	A Design	75/637,174	2324007
USA	A Design	75/639,111	2314584
USA	ALLIANCE ATLANTIS	75/613,676	N/A

Country	Mark	Application Number	Registration Number
USA	ALLIANCE ATLANTIS	75/613,688	N/A
Venezuela	ALLIANCE ATLANTIS	22697/98	13.677-S
Venezuela	A Design	23601/98	S-20159
Venezuela	A Design	23602/98	S-20160
Venezuela	ALLIANCE ATLANTIS	22698/98	13.678-S

SCHEDULE 3.8(b)

TRADEMARKS

Trademark: ECHO BRIDGE HOME ENTERTAINMENT

Serial No.: 78/734,368

Owner: Platinum Disc, LLC