

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
City National Bank		12/28/2006	national banking association: UNITED STATES

RECEIVING PARTY DATA

Name:	Avalon Capital Advisors
Street Address:	820 Scarsdale Avenue
City:	Scarsdale
State/Country:	NEW YORK
Postal Code:	10583
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	78672262	GOLDHIL EDUCATIONAL
Serial Number:	78672253	GOLDHIL EDUCATIONAL
Registration Number:	2846024	SACRED YOGA PRACTICE
Registration Number:	2806373	D DANCE FITNESS
Registration Number:	2854850	ROMANTIC ARTS
Registration Number:	3010113	NATURALJOURNEYS
Registration Number:	2162961	CLASSIC AMERICANA SERIES
Registration Number:	2670204	FIT TO THE HITS
Registration Number:	2190575	GOLDHIL VIDEO
Registration Number:	2185510	JUST THE FACTS LEARNING SERIES
Registration Number:	2470633	NATURAL JOURNEYS
Registration Number:	2485821	NATURAL JOURNEYS
Registration Number:	2200158	THE STANDARD DEVIANTS
Registration Number:	1903470	STANDARD DEVIANTS

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Registration Number:	2909102	HIP HUGGER ABS
Registration Number:	2925998	ISLAND GIRL
Registration Number:	3074350	SLEEK IN A WEEK
Registration Number:	3142512	JIBBERBOOSH
Registration Number:	3308753	GOLDHIL ENTERTAINMENT
Registration Number:	3308752	GOLDHIL ENTERTAINMENT

CORRESPONDENCE DATA

Fax Number: (310)286-1728
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ATTORNEY DOCKET NUMBER:	6831.001
NAME OF SUBMITTER:	Natasha Shabani
Signature:	/natashashabani/
Date:	05/27/2008

Total Attachments: 3
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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

COLLATERAL ASSIGNMENT OF SECURITY INTEREST IN
TRADEMARKS

THIS COLLATERAL ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS (this "Assignment") is made as of is made as of December 28, 2006, by City National Bank, a national banking association, whose address is 400 North Roxbury Drive, Beverly Hills, California 90210 (the "Grantor,") in favor of Avalon Capital Advisors, LLC ("Grantee"), a Delaware limited liability company, whose address is 820 Scarsdale Avenue, Scarsdale New York 10583.

WHEREAS, Goldhil Entertainment, f/k/a Goldhil Home Media International, Inc., a California corporation ("Debtor"), granted a security interest in the trademark registrations and applications shown on Schedule A, attached hereto and incorporated herein by reference, and related goodwill whether now owned or hereafter created or acquired, and all renewals and extensions thereof (collectively, the "Collateral"), to Grantor pursuant to that certain Memorandum of Security Interest in Trademarks dated as of November 21, 2003, executed by Debtor in favor of Grantor and recorded with the Patent and Trademark Office on December 1, 2003, Reel/Frame No.: 002872/0340; and that certain Memorandum of Security Interest in Trademarks dated as of January 31, 2005, executed by Debtor in favor of Grantor and recorded with the Patent and Trademark Office on July 26, 2005, Reel/Frame No.: 003128/0428; and that certain Memorandum of Security Interest in Trademarks dated as of December 19, 2005, executed by Debtor in favor of Grantor and recorded with the Patent and Trademark Office on December 27, 2005, Reel/Frame No.: 003217/0126.

WHEREAS, Grantor has agreed to assign and transfer to the Grantee all of its right, title and interest in and to the Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which Grantor hereby expressly acknowledges, Grantor hereby assigns, conveys, transfers and sets over unto Grantee, all of Grantor's right, title and interest, in and to the Collateral, including the trademark applications and registrations identified in Schedule A.

Grantee authorizes and requests the Commissioner of Patents and Trademarks of the United States of America to note in the record the existence of the security interest granted hereunder with respect to each of the trademark applications and registrations listed in Schedule A and, subject to any restrictions on assignment and the granting of liens thereon, to the goodwill of all such trademarks.

This Assignment shall inure to the benefit of, and be binding upon, the successors, executors, administrators, legal representatives and assigns of Grantor and Grantee.

IN WITNESS WHEREOF, Grantor has caused this Assignment of Security Interest in Trademarks to be duly executed.

City National Bank,
a national banking association

By: *[Signature]*

Name: GT Cowper

Title: VP

Schedule A

Registrations

Mark	Reg. No.	Reg. Date
SACRED YOGA PRACTICE	2,846,024	05/25/2004
DANCE FITNESS and Design	2,806,373	01/20/2004
ROMANTIC ARTS	2,854,850	06/15/2004
NATURAL JOURNEYS	3,010,113	11/01/2005
CLASSIC AMERICANA SERIES	2,162,961	06/02/98
FIT TO THE HITS	2,670,204	12/31/02
GOLDHIL VIDEO & Design	2,190,575	09/22/98
JUST THE FACTS LEARNING SERIES	2,185,510	09/01/98
NATURAL JOURNEYS	2,470,633	07/17/01
NATURAL JOURNEYS	2,485,821	09/04/01
THE STANDARD DEVIANTS	2,200,158	10/27/1998
THE STANDARD DEVIANTS	1,903,470	7/4/1995
DANCE FITNESS and Design	2,806,373	1/20/2004
HIP HUGGER ABS	2,909,102	12/07/04
ISLAND GIRL	2,925,998	02/08/05
SLEEK IN A WEEK	3,074,350	03/28/2006
JIBBERBOOSH	3,142,512	09/12/2006
GOLDHIL ENTERTAINMENT	3,308,753	10/9/07
GOLDHIL ENTERTAINMENT	3,308,752	10/9/07

Pending Applications

Mark	Serial No.	Filing Date
GOLDHIL EDUCATIONAL	78/672262	07/18/2005
GOLDHIL EDUCATIONAL	78/672253	07/18/2005