

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A.		07/22/2008	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	DIC Entertainment Holdings
Street Address:	4100 West Alameda Avenue
City:	Burbank
State/Country:	CALIFORNIA
Postal Code:	91505
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	1469442	DIC
Registration Number:	1469443	DIC
Registration Number:	1568874	DIC
Registration Number:	1714039	DIC
Registration Number:	1816382	TOON-TIME
Registration Number:	1857203	TOON-TIME
Registration Number:	1867820	PRO STARS
Registration Number:	1910251	SUPERHUMAN SAMURAI SYBER-SQUAD
Registration Number:	1911564	SUPERHUMAN SAMURAI SYBER-SQUAD
Registration Number:	1913884	RIMBA'S ISLAND
Registration Number:	1924355	HURRICANES
Registration Number:	1939605	TATTOOED TEENAGE ALIEN FIGHTERS FROM BEVERLY HILLS
Registration Number:	1951702	HURRICANES

CH \$515.00 1469442

Registration Number:	1968662	INSPECTOR GADGET
Registration Number:	2005276	MULTIMATION
Registration Number:	2028742	TEX AVERY THEATER
Registration Number:	2034227	BHBC BEVERLY HILLS BEACH CLUB
Registration Number:	2110380	THE INCREDIBLE WORLD OF DIC
Registration Number:	2258699	MUMMIES ALIVE!
Registration Number:	2328707	TUNE-TIME

CORRESPONDENCE DATA

Fax Number: (202)739-3001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-739-5652
Email: chowell@morganlewis.com
Correspondent Name: Catherine R. Howell, Paralegal
Address Line 1: 1111 Pennsylvania Avenue, NW
Address Line 2: ATTN: TMSU
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	066397-DIC ENTERTAINMENT
NAME OF SUBMITTER:	Catherine R. Howell, Senior Paralegal
Signature:	/Catherine R. Howell/
Date:	08/08/2008

Total Attachments: 10

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EXECUTION VERSION

TERMINATION OF TRADEMARK SECURITY AGREEMENT

This TERMINATION is executed as of July 22, 2008 by JPMorgan Chase Bank, N.A. (f/k/a The Chase Manhattan Bank), as administrative agent for the Lenders (in its capacity as such, the "Administrative Agent"), with reference hereby made to that certain Credit, Security, Guaranty and Pledge Agreement dated as of November 17, 2000, as Amended and Restated as of August 31, 2005 (as the same may have been further amended, supplemented or otherwise modified, renewed or replaced from time to time, the "Credit Agreement"), among DIC Entertainment Holdings, Inc., a Delaware corporation (the "Borrower"), the Guarantors referred to therein (the Borrower and the Guarantors being collectively referred to as the "Pledgors", and individually as a "Pledgor"), the Lenders referred to therein (the "Lenders"), the Administrative Agent and JPMorgan Chase Bank, N.A. as issuing bank (in such capacity, the "Issuing Bank").

WHEREAS, pursuant to the Credit Agreement, the Pledgors executed and delivered to the Administrative Agent (for the benefit of itself, the Issuing Bank and the Lenders) the Trademark Security Agreement between the Pledgors and the Administrative Agent, dated as of November 17, 2000 (as the same may have been amended, supplemented or otherwise modified, renewed or replaced from time to time, the "Trademark Security Agreement");

WHEREAS, pursuant the Credit Agreement and the Trademark Security Agreement, each of the Pledgors granted to the Administrative Agent (for the benefit of itself, the Issuing Bank and the Lenders), as security for the Obligations or for its obligations under and in connection with its guaranty of the Obligations pursuant to the Credit Agreement, as applicable, a continuing security interest in all of such Pledgor's right, title and interest in and to the Trademark Collateral (as defined in the Trademark Security Agreement);

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office at Reel 002267, Frame 0042, on November 30, 2000;

WHEREAS, all Obligations due and owing under the Credit Agreement have been paid in full and no outstanding Obligations remain due and owing; and

WHEREAS, the Administrative Agent now desires to release the entirety of its lien upon and security interest in the Trademark Collateral.

For good and valuable consideration, receipt of which is hereby acknowledged, the Administrative Agent, for the benefit of itself, the Issuing Bank and the Lenders, hereby:

- (a) terminates the Trademark Security Agreement;
- (b) releases, without recourse, all of its liens upon and security interests in all of the right, title and interest of any Pledgor in, to and under the Trademark Collateral, including the trademark and service mark registrations and applications listed on Schedule A attached hereto (or any security interest in) the Trademark Collateral and/or any goodwill associated with

EXECUTION VERSION

any of the Trademark Collateral, including the trademark and service mark registrations and applications listed on Schedule A attached hereto; and

(c) to the extent the Administrative Agent shall be deemed to have any right, title or interest in, to or under the Trademark Collateral, without representation or warranty, retransfers and reassigns to the relevant Pledgor(s) all of such right, title and interest solely with respect to any such Trademark Collateral.

Capitalized terms used herein and not otherwise defined herein shall have the meanings given such terms in the Credit Agreement.

This Termination shall be governed by, and construed in accordance with, the laws of the State of New York and shall relate solely to the Trademark Security Agreement.

The Administrative Agent authorizes the recordation of this Termination with the United States Patent and Trademark Office.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Termination of Trademark Security Agreement to be executed by its duly authorized officer as of the date first written above.

JPMORGAN CHASE BANK, N.A. (f/k/a THE CHASE MANHATTAN BANK),
as Administrative Agent

By: 

Name: P. Clark Hallren

Title: Managing Director

Signature Page to Termination of Trademark Security Agreement

TRADEMARK
REEL: 003831 FRAME: 0837

Schedule A

Trademark and Service Mark Registrations and Applications

[see attached]

TRADEMARKS

SCHEDULE A

REGISTERED TRADEMARKS	REGISTERING CREDIT PARTY	JURISDICTION	DATE OF REGISTRATION	REGISTRATION OR APPLICATION NUMBER	MATERIAL AGREEMENTS RELATING TO THE TRADEMARKS
DIC logo	DIC Productions, L.P.	Australia	May 31, 1991	A511625	
DIC (stylized)	DIC Productions, L.P.	Australia	February 11, 1991	A509046	
Tune-Time	DIC Productions, L.P.	Australia	October 29, 1999	A787844	
DIC (stylized)	DIC Productions, L.P.	Austria	March 26, 1987	115559	
DIC (block)	DIC Productions, L.P.	California	January 30, 1996	25687	
DIC (stylized)	DIC Productions, L.P.	California	May 22, 1999	089964	
DIC (stylized)	DIC Productions, L.P.	California	January 24, 1989	034242	
DIC (stylized)	DIC Productions, L.P.	Canada	February 17, 1989	351570	
Mummies Alive!	DIC Productions, L.P., Northern Lights Entertainment, Inc.	Canada	November 30, 1999	TMA520,051	Production, Financing and Distribution agreement between DIC and Northern Lights Entertainment, Inc. dated 07/01/96
Tune-Time	DIC Productions, L.P., DIC Entertainment, L.P.	Canada	March 12, 1999 (application)	1,008,751 (application)	
Mummies Alive!	DIC Productions, L.P., Northern Lights Entertainment, Inc.	European Community	Registered - not yet reported	000771683 (application)	Production, Financing and Distribution agreement between DIC and Northern Lights Entertainment, Inc. dated 07/01/96
Mummies & Design	DIC Productions, L.P., Northern Lights Entertainment, Inc.	European Community	January 8, 1999	000405001	Production, Financing and Distribution agreement between DIC and Northern Lights Entertainment, Inc. dated 07/01/96
Tex Avery Theater	DIC Productions, L.P.	European Community	January 22, 1999	000467183	License between DIC and Bob and Nancy Arkley dated 04/28/95, International Co-Production Agreement between DIC, Les Studios Tex SARL and Telcima SA dated 04/01/97, Coproduction agreement between Metropole Television, Telcima and Les Studios Tex dated 01/02/97, Trademark agreement between DIC and DIC/Telcima/LST dated 04/01/97
DIC (stylized)	DIC Productions, L.P.	France	June 12, 1989	1535942	
DIC (stylized)	DIC Productions, L.P.	France	April 19, 1989	1525188	
Inspecteur Gadget	DIC Licensing, L.P.	France	August 4, 1995	95/583,759	

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SCHEDULE A

REGISTERED TRADEMARKS	REGISTERING CREDIT PARTY	JURISDICTION	DATE OF REGISTRATION	REGISTRATION OR APPLICATION NUMBER	MATERIAL AGREEMENTS RELATING TO THE TRADEMARKS
Le Monde Fou de Tex Avery	DIC Productions, L.P.	France	July 16, 1997	97687341	License between DIC and Bob and Nancy Arkley dated 04/28/95, International Co-Production Agreement between DIC, Les Studios Tex SARL and Telcima SA dated 04/01/97, Coproduction agreement between Metropole Television, Telcima and Les Studios Tex dated 01/02/97, Trademark agreement between DIC and DIC/Telcima/LST dated 04/01/97
Le Monde Fou de Tex Avery	DIC Productions, L.P.	France	May 11, 1998	98731799	License between DIC and Bob and Nancy Arkley dated 04/28/95, International Co-Production Agreement between DIC, Les Studios Tex SARL and Telcima SA dated 04/01/97, Coproduction agreement between Metropole Television, Telcima and Les Studios Tex dated 01/02/97, Trademark agreement between DIC and DIC/Telcima/LST dated 04/01/97
Tex Avery	DIC Productions, L.P.	France	Pending	95/590781 (application)	License between DIC and Bob and Nancy Arkley dated 04/28/95, International Co-Production Agreement between DIC, Les Studios Tex SARL and Telcima SA dated 04/01/97, Coproduction agreement between Metropole Television, Telcima and Les Studios Tex dated 01/02/97, Trademark agreement between DIC and DIC/Telcima/LST dated 04/01/97

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Tex Avery	DIC Productions, L.P.	France	May 11, 1998	98/731798	License between DIC and Bob and Nancy Arkley dated 04/28/95, International Co-Production Agreement between DIC, Les Studios Tex SARL and Telcima SA dated 04/01/97, Coproduction agreement between Metropole Television, Telcima and Les Studios Tex dated 01/02/97, Trademark agreement between DIC and DIC/Telcima/LST dated 04/01/97
DIC (stylized)	DIC Productions, L.P.	France	June 22, 1995	1363182	License between DIC and Bob and Nancy Arkley dated 04/28/95, International Co-Production Agreement between DIC, Les Studios Tex SARL and Telcima SA dated 04/01/97, Coproduction agreement between Metropole Television, Telcima and Les Studios Tex dated 01/02/97, Trademark agreement between DIC and DIC/Telcima/LST dated 04/01/97
Tex Avery Theater	DIC Productions, L.P.	France	June 22, 1995	95/577099	License between DIC and Bob and Nancy Arkley dated 04/28/95, International Co-Production Agreement between DIC, Les Studios Tex SARL and Telcima SA dated 04/01/97, Coproduction agreement between Metropole Television, Telcima and Les Studios Tex dated 01/02/97, Trademark agreement between DIC and DIC/Telcima/LST dated 04/01/97
DIC	DIC Productions, L.P.	Germany	November 23, 1987	1114636	
Mummies & Design	DIC Productions, L.P., Northern Lights Entertainment, Inc.	Germany	November 7, 1996	396 48 517.0	Production, Financing and Distribution agreement between DIC and Northern Lights Entertainment, Inc. dated 07/01/96
DIC (stylized)	DIC Productions, L.P.	Italy	April 2, 1987	476318	
DIC (stylized)	DIC Productions, L.P.	Italy	February 18, 1992	561535	
DIC (stylized)	DIC Productions, L.P.	Italy	December 14, 1991	556046	

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Madeline	DIC Productions, L.P.	Japan	March 20, 1998	4126884	Clarification/ Settlement Agreement between Saul Cooper and Pancho Kohner ("C/K") and DIC dated 07/02/99, License agreements between C/K and Madeleine and Barbara Bemelmans ("Bemelmans") dated 02/21/85, 03/25/85, 08/27/86; license agreement between C/K and DIC dated 02/24/88, letter agreement between DIC and ICM dated 03/01/88, clarification letter from DIC to C/K dated 03/28/88; agreement between C/K and DIC dated 02/23/90; clarification letter from DIC to C/K dated 02/26/90; clarification letter from DIC to C/K dated 04/11/90; settlement agreement between Bemelmans and DIC dated 06/28/93
Madeline	DIC Productions, L.P.	Japan	January 8, 1999	4227536	Clarification/ Settlement Agreement between Saul Cooper and Pancho Kohner ("C/K") and DIC dated 07/02/99, License agreements between C/K and Madeleine and Barbara Bemelmans ("Bemelmans") dated 02/21/85, 03/25/85, 08/27/86; license agreement between C/K and DIC dated 02/24/88, letter agreement between DIC and ICM dated 03/01/88, clarification letter from DIC to C/K dated 03/28/88; agreement between C/K and DIC dated 02/23/90; clarification letter from DIC to C/K dated 02/26/90; clarification letter from DIC to C/K dated 04/11/90; settlement agreement between Bemelmans and DIC dated 06/28/93
DIC (stylized)	DIC Productions, L.P.	South Korea	June 27, 1990	194842	
DIC (stylized)	DIC Productions, L.P.	South Korea	October 5, 1990	12386	
DIC (stylized)	DIC Productions, L.P.	Spain	November 2, 1988	1153865	

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Mummies & Design	DIC Productions, L.P., Northern Lights Entertainment, Inc.	United Kingdom	November 11, 1996	2115590	Production, Financing and Distribution agreement between DIC and Northern Lights Entertainment, Inc. dated 07/0-1/96
DIC	DIC Productions, L.P.	US	December 15, 1987	R1469442	
DIC	DIC Productions, L.P.	US	December 15, 1987	R1469443	
DIC	DIC Productions, L.P.	US	November 28, 1989	R1568874	
DIC	DIC Productions, L.P.	US	September 8, 1992	R1714039	
Toon-Time	DIC Productions, L.P.	US	January 11, 1994	R1816382	
Toon-Time	DIC Productions, L.P.	US	October 4, 1994	R1857203	
ProStars	DIC Productions, L.P.	US	December 13, 1994	R1867820	
Superhuman Samurai Syber- Squad	DIC Productions, L.P.	US	August 8, 1995	R1910251	
Superhuman Samurai Syber- Squad	DIC Productions, L.P.	US	August 15, 1995	R1911564	
Rimba's Island	DIC Productions, L.P.	US		R1913884	
Hurricanes	DIC Entertainment, L.P.	US	October 3, 1995	R1924355	
Tattooed Teenage Alien Fighters from Beverly Hills	DIC Productions, L.P.	US	December 5, 1995	R1939605	
Hurricanes	DIC Entertainment, L.P.	US	January 23, 1996	R1951702	
Inspector Gadget	DIC Licensing, L.P.	US	April 16, 1996	R1968662	
Multimation	DIC Productions, L.P.	US	October 1, 1996	R2005276	

TRADEMARK

REEL: 003831 FRAME: 0843

TRADEMARKS

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Tex Avery Theater	DIC Productions, L.P.	US	January 7, 1997	R2028742	License between DIC and Bob and Nancy Arkley dated 04/28/95, International Co-Production Agreement between DIC, Les Studios Tex SARL and Telcima SA dated 04/01/97, Coproduction agreement between Metropole Television, Telcima and Les Studios Tex dated 01/02/97, Trademark agreement between DIC and DIC/Telcima/LST dated 04/01/97
BHBC Beverly Hills Beach Club	DIC Productions, L.P.	US	January 28, 1997	R2034227	
Incredible World of DIC, The	DIC Productions, L.P.	US	November 4, 1997	R2110380	
Mummies Alive!	DIC Productions, L.P., Northern Lights Entertainment, Inc.	US	July 6, 1999	R2258699	Production, Financing and Distribution agreement between DIC and Northern Lights Entertainment, Inc. dated 07/01/96
Tune-Time	DIC Productions, L.P.	US	March 14, 2000	R2328707	

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