

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.		06/23/2008	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	RHI Entertainment, LLC
Street Address:	21ST FLOOR 1325 AVENUE OF THE AMERICAS
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	78805714	RHI ENTERTAINMENT
Serial Number:	78805734	RHI ENTERTAINMENT
Serial Number:	78805755	RHI ENTERTAINMENT
Serial Number:	78805774	RHI ENTERTAINMENT
Serial Number:	78805785	RHI ENTERTAINMENT
Serial Number:	78805801	RHI ENTERTAINMENT
Serial Number:	78805816	RHI ENTERTAINMENT
Serial Number:	78805824	RHI ENTERTAINMENT
Serial Number:	78806219	RHI ENTERTAINMENT
Serial Number:	78806239	RHI ENTERTAINMENT
Serial Number:	78806260	RHI ENTERTAINMENT
Serial Number:	78806301	RHI ENTERTAINMENT
Serial Number:	78806314	RHI ENTERTAINMENT
Serial Number:	78806331	RHI ENTERTAINMENT

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Serial Number:	78806346	RHI ENTERTAINMENT
Serial Number:	78806360	RHI ENTERTAINMENT
Serial Number:	78847448	FINLEY THE FIRE ENGINE
Serial Number:	78847941	FINLEY THE FIRE ENGINE
Serial Number:	78866457	HI VOLTAGE TV
Serial Number:	78866509	HI VOLTAGE FILMS

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, Senior Paralegal
Address Line 1: 1111 Pennsylvania Avenue, NW
Address Line 2: ATTN: TMSU
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	066397-0400
NAME OF SUBMITTER:	Catherine R. Howell, Senior Paralegal
Signature:	/Catherine R. Howell/
Date:	08/14/2008

Total Attachments: 4
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**RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL AND
TERMINATION OF TRADEMARK SECURITY AGREEMENT – “SECOND LIEN”**

This RELEASE AND TERMINATION is executed as of June 23, 2008 by JPMorgan Chase Bank, N.A., 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 January 12, 2006, as amended and restated as of April 13, 2007 (as the same may have been further amended, supplemented or otherwise modified, renewed or replaced from time to time, the “Credit Agreement”), among RHI Entertainment, LLC, a Delaware limited liability company (the “Borrower”; the Borrower is formerly known as HEI Acquisition, LLC and is the successor by merger to Hallmark Entertainment, LLC), the guarantors referred to therein (the “Guarantors” and, together with the Borrower, the “Grantors”), the lenders referred to therein (the “Lenders”) and the Administrative Agent.

WHEREAS, pursuant to the Credit Agreement, the Grantors executed and delivered to the Administrative Agent (for the benefit of itself and the Lenders) the Trademark Security Agreement between the Grantors and the Administrative Agent, dated as of April 13, 2007 (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 Grantors granted to the Administrative Agent (for the benefit of itself 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 Grantor’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 3531, Frame 0890, on April 30, 2007;

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

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 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 Grantor in, to and under the Trademark Collateral, including the trademark and service mark registrations and applications listed on Schedule A attached hereto, and acknowledges, agrees and confirms that it has no right, title or interest in, to or under (or any security interest in) the Trademark Collateral and/or any goodwill associated with 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 or any of the Lenders shall be deemed to have any right, title or interest in, to or under the Trademark Collateral, retransfers and reassigns to the relevant Grantor(s) all of such right, title and interest.

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

This Release and Termination shall be governed by, and construed in accordance with, the laws of the State of New York.

The Administrative Agent authorizes the recordation of this Release and Termination with the United States Patent and Trademark Office and any other applicable registry.

[Signature Page Follows]

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

By: 
Name: _____
Title: Kin W. Cheng
Vice President

Signature Page to Termination of Trademark Security Agreement – Second Lien

TRADEMARK
REEL: 003835 FRAME: 0695

Schedule A

Trademark and Service Mark Registrations and Applications

<u>Country</u>	<u>Owner</u>	<u>Application No.</u>	<u>Registration No.</u>	<u>Filing Date</u>	<u>Trademark</u>
United States	RHI ENTERTAINMENT, LLC ("RHI")	78/805714, 78/805734, 78/805755, 78/805774, 78/805785, 78/805801, 78/805816, 78/805824	N/A	2/2/2006	RHI ENTERTAINMENT
United States	RHI	78/806219, 78/806239, 78/806260, 78/806301, 78/806314, 78/806331, 78/806346, 78/806360	N/A	2/3/2006	RHI ENTERTAINMENT & Design
United States	RHI	78/847448	N/A	3/28/2006	FINLEY THE FIRE ENGINE
United States	RHI	78/847941	N/A	3/28/2006	FINLEY THE FIRE ENGINE & Design
United States	RHI	78/866457	N/A	4/21/2006	HI VOLTAGE TV
United States	RHI	78/866509	N/A	4/21/2006	HI VOLTAGE FILMS