

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Assignment of Intellectual Property Collateral Lien		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CapitalSource Finance LLC		05/20/2010	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Atalaya Administrative LLC		
<b>Street Address:</b>	623 Fifth Avenue		
<b>Internal Address:</b>	16th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10022		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 25</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3093039	BREAKFAST LUNCH AND DINNER	
Registration Number:	3087732	SPEAK ENGLISH. LIVE LATIN.	
Registration Number:	3080714	INSIDE JOKE	
Registration Number:	3072116	ACROSS THE HALL	
Registration Number:	3010687	SITV	
Registration Number:	3008591	LATINO LAUGH FESTIVAL: THE SHOW	
Registration Number:	3007774	SI WHAT YOU'VE BEEN MISSING	
Registration Number:	2963310	SITV	
Registration Number:	2917447	THE RUB	
Registration Number:	2917448	THE DROP	
Registration Number:	2918123	URBAN JUNGLE	
Registration Number:	2889392	SI TV	
Registration Number:	2991951	SITV	

CH \$640.00 3093039

900162891

**TRADEMARK**  
 REEL: 004211 FRAME: 0683

Registration Number:	3188808	ENGLISH TONGUE WITH A LATIN FLAVOR
Serial Number:	78639460	GENERATION SÍ
Registration Number:	3200588	SÍ TV SPEAK ENGLISH. LIVE LATIN.
Serial Number:	78844224	A COMIC'S COMIC
Serial Number:	78888389	DATING FACTORY
Serial Number:	78888392	FLOW AND TELL
Registration Number:	3173424	NOT SO FOREIGN FILMMAKERS SHOWCASE
Serial Number:	78888394	REGROUP
Serial Number:	78664506	ROAD DOGZ
Serial Number:	78351119	STYLEYES
Registration Number:	3332314	UNACCEPTABLE BEHAVIOR
Serial Number:	78844216	SOCIALLY UNACCEPTABLE PLAYERS

#### CORRESPONDENCE DATA

Fax Number: (312)827-8185

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

Email: chicago.trademarks@klgates.com,  
valerie.swanson@klgates.com

Correspondent Name: K&L Gates LLP

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ATTORNEY DOCKET NUMBER:	3722964.2
NAME OF SUBMITTER:	Doug Hatlestad
Signature:	/doug hatlestad/
Date:	05/24/2010

Total Attachments: 4

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## ASSIGNMENT OF INTELLECTUAL PROPERTY COLLATERAL LIEN

This **ASSIGNMENT OF INTELLECTUAL PROPERTY COLLATERAL LIEN** (this "**Assignment**"), dated as of May 20, 2010, is made by **CAPITALSOURCE FINANCE LLC**, a Delaware limited liability company ("**Assignor**"), in favor of **ATALAYA ADMINISTRATIVE LLC**, a Delaware limited liability company, as administrative, payment and collateral agent for the Lenders from time to time party to that certain Credit Agreement described below (in such capacities, "**Assignee**").

### RECITALS:

A. SiTV, Inc., a Delaware corporation ("**Borrower**"); SiTV Media, Inc., a Delaware corporation ("**Holdings**"), JAAM Productions, LLC, a Delaware limited liability company ("**JAAM**"), SCN Distribution, LLC, a Delaware limited liability company ("**SCN**"), and Latino Events LLC, a Delaware limited liability company ("**Latino Events**") (Borrower, Holdings, JAAM, SCN and Latino Events are sometimes collectively referred to herein as the "**Credit Parties**" and individually as a "**Credit Party**"), Assignor, as agent for the Lenders thereunder entered into that certain Credit Agreement dated as of January 3, 2007 (as amended, modified, supplemented, extended, renewed, restated or replaced from time to time, the "**Credit Agreement**").

B. The Credit Parties issued an Acknowledgement of Intellectual Property Collateral Lien dated as of January 3, 2007 and recorded in the U.S. Patent and Trademark Office Assignment Services Branch on January 10, 2007, at Reel 003458, Frame 0732 with respect to the registered trademarks identified on Schedule I attached hereto (the "**Recorded Intellectual Property Collateral Lien**") in favor of the Assignor pursuant to which the Credit Parties granted a security interest to the Assignor in the "Intellectual Property Collateral" defined therein.

C. The Credit Parties, Assignors, the Assignee and the Lenders under the Credit Agreement entered into that certain Resignation of Agent and Appointment of Agent Agreement dated as of April 23, 2010 (the "**Agent Resignation Agreement**") pursuant to which (i) Assignor resigned as agent for the Lenders and the Lenders appointed Assignee as successor agent for the Lenders and (ii) Assignor agreed to assign all of the Assignor's rights, titles and interests in and to the Recorded Intellectual Property Collateral Lien to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign all of the Assignor's right, title or interest in and to the Recorded Intellectual Property Collateral Lien to Assignee.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Assignment of Intellectual Property Collateral Lien to be executed this 11<sup>th</sup> day of May, 2010.

**CAPITALSOURCE FINANCE LLC,**  
a Delaware limited liability company

By: Joanne Fungaroli  
Name: Joanne Fungaroli  
Title: Authorized Signatory

State of Maryland )  
County of Montgomery ) SS.

On this 11<sup>th</sup> day of May, 2010, before me, a Notary Public in and for the State of Maryland, in the County aforesaid, personally appeared Joanne Fungaroli, to me known to be an Authorized Signatory of CapitalSource Finance LLC, a Delaware limited liability company, that executed the foregoing instrument, and upon oath did depose that s/he is an Authorized Signatory of said limited liability company as indicated after said signature, and that the said limited liability company executed the said instrument freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



Angela Kindon  
NOTARY PUBLIC  
Montgomery County  
State of Maryland  
My Commission Expires  
October 18, 2013

Angela Kindon  
Notary Public in and for said State and County  
My commission expires: 10/18/2013

Acknowledged and Agreed:

**ATALAYA ADMINISTRATIVE LLC,**  
a Delaware limited liability company

By: [Signature]  
Name: Michael E. Bogdan  
Title: Authorized Signatory

State of New York )  
County of New York ) SS.

On this 20 day of May, 2010, before me, a Notary Public in and for the State of NY, in the County aforesaid, personally appeared Michael Bogdan, to me known to be Authorized Sig. of Atalaya Administrative LLC, a Delaware limited liability company, that executed the foregoing instrument, and upon oath did depose that s/he is Authorized Sig. of said limited liability company as indicated after said signature, and that the said limited liability company executed the said instrument freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Heather Whipple  
Notary Public in and for said State and County  
My commission expires:

**HEATHER WHIPPLE**  
Notary Public - State of New York  
No. 01W46131922  
Qualified in New York County  
My Commission Expires August 22, 2013

# **SCHEDULE I**

## **A. REGISTERED TRADEMARKS**

<b>MARK</b>	<b>COUNTRY/ STATE</b>	<b>SERIAL NUMBER &amp; DATE</b>	<b>REGISTRATION NUMBER &amp; DATE</b>
<b>BREAKFAST LUNCH AND DINNER</b>	United States	78/638,931 05/27/2005	3,093,039 05/16/2006
<b>SPEAK ENGLISH. LIVE LATIN</b>	United States	78/639,122 05/27/2005	3,087,732 05/02/2006
<b>INSIDE JOKE</b>	United States	78/460,701 08/02/2004	3,080,714 04/11/2006
<b>ACROSS THE HALL</b>	United States	78/478,234 09/02/2004	3,072,116 03/21/2006
<b>SI TV</b>	United States	78/372,990 02/24/2004	3,010,687 11/01/2005
<b>LATINO LAUGH FESTIVAL: THE SHOW</b>	United States	78/363,237 02/05/2004	3,008,591 10/25/2005  2,405,661 & 2,637,910
<b>SÍ WHAT YOU'VE BEEN MISSING</b>	United States	78/214,013 02/12/2003	3,007,774 10/18/2005
<b>Si tv</b>	United States	78/373,017 02/24/2004	2,963,310 06/21/2005
<b>THE RUB</b>	United States	78/351,107 01/13/2004	2,917,447 01/11/2005
<b>THE DROP</b>	United States	78/351,111 01/13/2004	2,917,448 01/11/2005
<b>URBÁN JUNGLE</b>	United States	78/241,685 04/24/2003	2,918,123 01/11/2005
<b>Si TV</b>	United States	75,656,595 03/09/1999	2,889,392 09/28/2004
<b>SI TV</b>	United States	78/373,132 02/24/2004	2,991,951 09/06/2005
<b>ENGLISH TONGUE WITH A LATIN FLAVOR</b>	United States	78/639,432 05/27/2005	3,188,808 12/26/2006
<b>GENERATION SÍ</b>	United States	78/639,460 05/27/2005	
<b>SÍ TV SPEAK ENGLISH. LIVE LATIN.</b>	United States	78/642,079 06/02/2005	3,200,588 01/23/2007
<b>A COMIC'S COMIC</b>	United States	78/844,224 03/23/2006	
<b>DATING FACTORY</b>	United States	78/888,389 05/19/2006	
<b>FLOW AND TELL</b>	United States	78/888,392 05/19/2006	
<b>NOT SO FOREIGN FILMMAKERS SHOWCASE</b>	United States	78/638,926 05/27/2005	3,173,424 11/21/2006
<b>REGROUP</b>	United States	78/888,394 05/19/2006	
<b>ROAD DOGZ</b>	United States	78/664,506 07/06/2005	
<b>STYLEYES</b>	United States	78/351,119 01/13/2004	
<b>UNACCEPTABLE BEHAVIOR</b>	United States	78/844,062 03/23/2006	3,332,314 11/06/2007
<b>SOCIALLY UNACCEPTABLE PLAYERS</b>	United States	78/844,216 03/23/2006	