TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DHX MEDIA LTD.		10/22/2012	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	ROYAL BANK OF CANADA
Street Address:	200 Bay Street, South Tower, Royal Bank Plaza
City:	Toronoto, Ontario
State/Country:	CANADA
Postal Code:	M5J 2W7
Entity Type:	Administrative Agent: CANADA

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Serial Number:	78871342	DHX MEDIA
Registration Number:	3453743	B STUDIO B PRODUCTIONS
Registration Number:	4069055	PIRATES ADVENTURES IN ART
Registration Number:	4020995	KID VS KAT
Serial Number:	77729917	KID VS KAT
Registration Number:	4085520	THE GUARD
Registration Number:	4085519	THE GUARD
Registration Number:	4075601	MIGHTY JUNGLE
Registration Number:	4068995	HYBRIDARC
Registration Number:	3773881	STUDIO B PRODUCTIONS
Serial Number:	76695945	DIRTGIRLWORLD
Serial Number:	76695947	DIRTGIRLWORLD
Serial Number:	76695948	DIRTGIRLWORLD
Registration Number:	3064864	FRANNY'S FEET

CH $565.00 78871342

Serial Number:	76699199	BEER GOGGLES
Serial Number:	76695946	DIRTGIRLWORLD
Registration Number:	3888360	DIRTGIRLWORLD
Registration Number:	3514556	URBAN VERMIN
Registration Number:	3540605	FRANNY'S FEET
Registration Number:	3387205	THE GIGGLE FACTORY
Serial Number:	76672397	WONDERPEDIA
Serial Number:	76692377	FRANNY'S FEET

CORRESPONDENCE DATA

Fax Number: 6023647070

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 602-364-7000

Email: julie.eslick@bryancave.com

Correspondent Name: Bryan Cave LLP

Address Line 1: Two North Central Avenue, Suite 2200

Address Line 2: Julie A. Eslick

Address Line 4: Phoenix, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	0343807

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:	Julie A. Eslick
Signature:	/Julie A. Eslick/
Date:	11/05/2012

Total Attachments: 8

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EXECUTION COPY

SHORT-FORM TRADEMARKS SECURITY AGREEMENT

WHEREAS, each of DHX MEDIA LTD., WILD BRAIN ENTERTAINMENT, INC., COOKIE JAR ENTERTAINMENT (USA) INC. and THE MOMMY & ME COMPANY (each, a "Grantor" and together, the "Grantors") has adopted, used, is using, or intends to use, and is the owner of the trademarks and trademark applications listed in the attached Schedule of Registered Trademarks indicated as being owned by such Grantor, and the registrations and applications associated therewith;

WHEREAS, the Grantors have contemporaneously with the execution of this Short-Form Trademarks Security Agreement entered into, as applicable, the Guarantee and Security Agreement dated as of October 22, 2012 (as modified from time to time, the "U.S. Guaranty and Security Agreement") and/or the Security Agreement dated as of October 22, 2012 (as modified from time to time, the "Canadian Security Agreement" and, together with the U.S. Guaranty and Security Agreement, the "Security Agreements" and each, a "Security Agreement"), in which each Grantor has granted certain interests in favor of Royal Bank of Canada, as administrative agent (the "Agent") for the benefit of the Secured Creditors (as defined therein); and

WHEREAS, pursuant to the relevant Security Agreement, each Grantor has agreed with the Agent and the Secured Creditors to execute this Short-Form Trademarks Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby grants to the Agent for the benefit of the Secured Creditors, to the extent provided in the relevant Security Agreement (the terms and conditions of which are hereby incorporated herein), a security interest in all of its right, title and interest in, to and under all the trademarks, whether now owned or at any time hereafter acquired, of such Grantor that are registered with, or for which applications for registration have been filed with, the United States Patent and Trademark Office and all unregistered trademarks, together with the goodwill of the business symbolized by the trademarks and the customer lists and records related to the trademarks and the pending thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof, including the trademarks listed on the attached Schedule of Registered Trademarks indicated as being owned by such Grantor, and all registrations and pending applications associated therewith (excluding any application for registration of a trademark filed on an intent-to-use basis solely to the extent that the grant of a security interest in any such trademark application would materially adversely affect the validity or enforceability of the resulting trademark registration or result in cancellation of such trademark application), as collateral security for the prompt and complete payment and performance when due of all the Secured Obligations (as defined in the relevant Security Agreement). Notwithstanding the foregoing, in the event of any conflict between this Short-Form Trademarks Security Agreement and the a Security Agreement, such Security Agreement shall control.

Date: October 22, 2012

[SIGNATURE PAGES FOLLOW]

GRANTORS:

DHX MEDIA LTD.

By _____
Name: Mark G. Gosine, Secretary
Title:

WILD BRAIN ENTERTAINMENT, INC.

By _____
Name: ~~Mark Gosine~~
Title: Executive Vice President

COOKIE JAR ENTERTAINMENT (USA) INC.

By _____
Name: Michael Hirsh
Title: Chief Executive Officer

THE MOMMY & ME COMPANY

By _____
Name: Michael Hirsh
Title: Chief Executive Officer

GRANTORS:

DHX MEDIA LTD.

By _____
Name:
Title:

WILD BRAIN ENTERTAINMENT, INC.

By _____
Name: Mark Gosine
Title: Executive Vice President

COOKIE JAR ENTERTAINMENT (USA) INC.

By _____
Name: Michael Hirsh
Title: Chief Executive Officer

THE MOMMY & ME COMPANY

By _____
Name: Michael Hirsh
Title: Chief Executive Officer

TRADEMARK
REEL: 004894 FRAME: 0303

SCHEDULE OF
REGISTERED TRADEMARKS

DHX MEDIA LTD.

NO.	OWNER	TRADEMARK	SERIAL NO./ REG. NO.	FILE DATE/ REG. DATE
1	DHX MEDIA, LTD.	DHX MEDIA	Pending Application 78871342	April 27, 2006
2	DHX MEDIA, LTD.	B STUDIO B PRODUCTIONS	Registered 3453743	June 24, 2008
3	DHX MEDIA, LTD.	PIRATES ADVENTURES IN ART	Registered 4069055	Dec. 13, 2011
4	DHX MEDIA, LTD.	KID VS KAT	Registered 4020995	Sept. 06, 2011
5	DHX MEDIA, LTD.	KID VS KAT	Pending Application 77729917	May 05, 2009
6	DHX MEDIA, LTD.	THE GUARD	Registered 4085520	Jan. 17, 2012
7	DHX MEDIA, LTD.	THE GUARD	Registered 4085519	Jan. 17, 2012
8	DHX MEDIA, LTD.	MIGHTY JUNGLE	Registered 4075601	Dec 27, 2011
9	DHX MEDIA, LTD.	THE MIGHTY JUNGLE	Registered 4068995	Dec. 13, 2011
10	DHX MEDIA, LTD.	STUDIO B PRODUCTIONS	Registered 3773881	Apr. 13, 2010
11	DHX MEDIA, LTD	WONDERPEDIA	Registered 4196223	Aug. 28, 2012
12	DHX MEDIA, LTD	FRANNY'S FEET	Registered 4181129	July 31, 2012
13	DHX MEDIA, LTD	DIRTGIRLWORLD	Pending Application 76695945	Feb. 24, 2009
14	DHX MEDIA, LTD	DIRTGIRLWORLD	Pending Application 76695947	Feb. 24, 2009
15	DHX MEDIA, LTD	DIRTGIRLWORLD	Pending Application 76695948	Feb. 24, 2009

NO.	OWNER	TRADEMARK	SERIAL NO./ REG. NO.	FILE DATE/ REG. DATE
16	DHX MEDIA, LTD	FRANNY'S FEET	Registered 3064864	Mar. 07, 2006
17	DHX MEDIA, LTD	BEER GOGGLES	Pending Application 76699199	Aug. 27, 2009
18	DHX MEDIA, LTD	DIRTGIRLWORLD	Pending Application 76695946	Feb. 29, 2004
19	DHX MEDIA, LTD	DIRTGIRLWORLD	Registered 3888360	Dec. 14, 2010
20	DHX MEDIA, LTD	URBAN VERMIN	Registered 3514556	Oct. 14, 2008
21	DHX MEDIA, LTD	FRANNY'S FEET	Registered 3540605	Dec. 02,2008
22	DHX MEDIA, LTD	THE GIGGLE FACTORY	Registered 3387205	Feb. 26, 2008

WILD BRAIN ENTERTAINMENT, INC.

NO.	OWNER	TRADEMARK	SERIAL NO./ REG. NO.	FILE DATE/ REG. DATE
1	WILD BRAIN ENTERTAINMENT, INC.	DIZZY	Pending Application 85509930	Jan. 05, 2012
2	WILD BRAIN ENTERTAINMENT, INC.	BIT	Pending Application 85509846	Jan. 05, 2012
3	WILD BRAIN ENTERTAINMENT, INC.	TEAM SMITHEREEN	Pending Application 85706439	Aug. 17,2012
4	WILD BRAIN ENTERTAINMENT, INC.	BEAN	Pending Application 85512777	Jan. 10, 2012
5	WILD BRAIN ENTERTAINMENT, INC.	HELLO MAGGOT	Pending Application 85418213	Sep. 08, 2011
6	WILD BRAIN ENTERTAINMENT, INC.	HELLO MAGGOT	Pending Application 85418208	Sep. 08, 2011
7	WILD BRAIN ENTERTAINMENT, INC.	TEAM SMITHEREEN	Pending Application 85573805	Mar. 19, 2012

SCHEDULE OF
REGISTERED TRADEMARKS

NO.	OWNER	TRADEMARK	SERIAL NO./ REG. NO.	FILE DATE/ REG. DATE
8	WILD BRAIN ENTERTAINMENT, INC.	DIZZY	Pending Application 85509929	Jan. 05, 2012
9	WILD BRAIN ENTERTAINMENT, INC.	BEAN	Pending Application 85512788	Jan. 10,2012
10	WILD BRAIN ENTERTAINMENT, INC.	DIZZY	Pending Application 85509933	Jan. 05, 2012
11	WILD BRAIN ENTERTAINMENT, INC.	DIZZY	Pending Application 85509926	Jan. 05, 2012
12	WILD BRAIN ENTERTAINMENT, INC.	BIT	Pending Application 85509866	Jan. 05, 2012
13	WILD BRAIN ENTERTAINMENT, INC.	BIT	Pending Application 85509859	Jan. 05, 2012
14	WILD BRAIN ENTERTAINMENT, INC.	BIT	Pending Application 85509856	Jan. 05, 2012
16	WILD BRAIN ENTERTAINMENT, INC.	BEAN	Pending Application 85512786	Jan. 10, 2012
17	WILD BRAIN ENTERTAINMENT, INC.	BEAN	Pending Application 85512783	Jan. 10, 2012
18	WILD BRAIN ENTERTAINMENT, INC.	UMIGO	Pending Application 85150593	Oct. 12, 2010
19	WILD BRAIN ENTERTAINMENT, INC.	UMIGO	Pending Application 85179808	Nov. 18, 2010
20	WILD BRAIN ENTERTAINMENT, INC.	UMIGO	Pending Application 85179774	Nov. 18, 2010
21	WILD BRAIN ENTERTAINMENT, INC.	UMIGO	Pending Application 85179761	Nov. 18, 2010
22	WILD BRAIN ENTERTAINMENT, INC.	UMIGO	Pending Application 85179753	Nov. 18, 2010
23	WILD BRAIN ENTERTAINMENT, INC.	UMIGO	Pending Application 85179743	Nov. 18, 2010
24	WILD BRAIN ENTERTAINMENT, INC.	UMIGO	Pending Application 85179735	Nov. 18, 2010
26	WILD BRAIN ENTERTAINMENT, INC.	TEAM SMITHEREEN	Pending Application 77581503	Sep. 29, 2008

NO.	OWNER	TRADEMARK	SERIAL NO./ REG. NO.	FILE DATE/ REG. DATE
27	WILD BRAIN ENTERTAINMENT, INC.	TEAM SMITHEREEN	Pending Application 77581495	Sep. 29, 2008
28	WILD BRAIN ENTERTAINMENT, INC.	POOCHINI	Registered 2729703	Jun. 24, 2003
29	WILD BRAIN ENTERTAINMENT, INC.	WILD BRAIN	Registered 2625527	Sep. 24, 2002
30	WILD BRAIN ENTERTAINMENT, INC.	WILD BRAIN	Registered 1985627	Jul. 09, 1996

COOKIE JAR ENTERTAINMENT (USA) INC.

NO.	OWNER	TRADEMARK	SERIAL NO./ REG. NO.	FILE DATE/ REG. DATE
1	COOKIE JAR ENTERTAINMENT (USA) INC.	TATTOOED TEENAGE ALIEN FIGHTERS	Registered 3229601	April 17, 2007
2	COOKIE JAR ENTERTAINMENT (USA) INC.	LIBERTY'S KIDS	Registered 3119786	July 25, 2006
3	COOKIE JAR ENTERTAINMENT (USA) INC.	LIBERTY'S KIDS	Registered 3023405	Dec. 6, 2005
4	COOKIE JAR ENTERTAINMENT (USA) INC.	MUMMIES ALIVE!	Registered 2258699	July 6, 1999
5	COOKIE JAR ENTERTAINMENT (USA) INC.	THE INCREDIBLE WORLD OF DIC	Registered 2110380	Nov. 4, 1997
6	COOKIE JAR ENTERTAINMENT (USA) INC.	HURRICANES	Registered 1951702	Jan. 23, 1996
7	COOKIE JAR ENTERTAINMENT (USA) INC.	TOON-TIME	Registered 1857203	Oct. 4, 1994
8	COOKIE JAR ENTERTAINMENT (USA) INC.	DIC	Registered 1714039	Sept. 8, 1992
9	COOKIE JAR ENTERTAINMENT (USA) INC.	DIC	Registered 1469442	Dec. 15, 1987

SCHEDULE OF
REGISTERED TRADEMARKS

THE MOMMY & ME COMPANY

NO.	OWNER	TRADEMARK	SERIAL NO./ REG. NO.	FILE DATE/ REG. DATE
1	THE MOMMY & ME COMPANY	MOMMY & ME	Registered 3250164	June 12, 2007
2	THE MOMMY & ME COMPANY	MOMMY AND ME	Pending Application 85374064	July 18, 2011
3	THE MOMMY & ME COMPANY	MOMMY & ME	Registered 4023517	Sept. 6, 2011
4	THE MOMMY & ME COMPANY	MOMMY & ME	Registered 3516904	Oct. 14, 2008
5	THE MOMMY & ME COMPANY	MOMMY & ME	Pending Application 85677789	July 16, 2012

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