

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 |
| COOKIE JAR ENTERTAINMENT (USA) INC. | | 10/22/2012 | CORPORATION: DELAWARE |
| 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: 9 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3229601 | TATTOOED TEENAGE ALIEN FIGHTERS | |
| Registration Number: | 3119786 | LIBERTY'S KIDS | |
| Registration Number: | 3023405 | LIBERTY'S KIDS | |
| Registration Number: | 2258699 | MUMMIES ALIVE! | |
| Registration Number: | 2110380 | THE INCREDIBLE WORLD OF DIC | |
| Registration Number: | 1951702 | HURRICANES | |
| Registration Number: | 1857203 | TOON-TIME | |
| Registration Number: | 1714039 | DIC | |
| Registration Number: | 1469442 | DIC | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 6023647070 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 602-364-7000 | | |

CH \$240.00 3229601

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
source=RoyalBankTMAGMT.PDF#page1.tif
source=RoyalBankTMAGMT.PDF#page2.tif
source=RoyalBankTMAGMT.PDF#page3.tif
source=RoyalBankTMAGMT.PDF#page4.tif
source=RoyalBankTMAGMT.PDF#page5.tif
source=RoyalBankTMAGMT.PDF#page6.tif
source=RoyalBankTMAGMT.PDF#page7.tif
source=RoyalBankTMAGMT.PDF#page8.tif

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

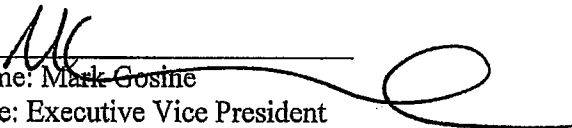
[SIGNATURE PAGES FOLLOW]

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:

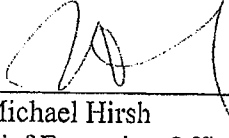
DHX MEDIA LTD.

By _____
Name:
Title:

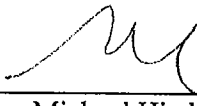
WILD BRAIN ENTERTAINMENT, INC.

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

SCHEDULE OF
REGISTERED TRADEMARKS

DHX MEDIA LTD.

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

SCHEDULE OF
REGISTERED TRADEMARKS

| 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 |

SCHEDULE OF
REGISTERED TRADEMARKS

| 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 |