

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Affirmation of Security Agreement recorded at Reel/Frame 5000/0928

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
34X118 HOLDINGS, LLC		04/19/2013	LIMITED LIABILITY COMPANY: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	PRANA HOLDINGS, INC.
<b>Street Address:</b>	1145 NORTH MCCADDEN PLACE
<b>City:</b>	LOS ANGELES
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90038
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	3072409	RHYTHM & HUES
Registration Number:	3084094	R + H
Registration Number:	2975112	R+H
Registration Number:	2894315	R+H
Registration Number:	1906065	RHYTHM & HUES
Registration Number:	1939431	RHYTHM & HUES

**CORRESPONDENCE DATA**

Fax Number: 7147558290

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

Phone: 714-540-1235

Email: ipdocket@lw.com

Correspondent Name: Latham & Watkins LLP, c/o Julie Dalke

Address Line 1: 650 Town Center Dr, 20th floor

Address Line 2: (045524-0001)

OP \$165.00 3072409

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER: (045524-0001)

NAME OF SUBMITTER: Adam Kummins

Signature: /Adam Kummins/

Date: 04/19/2013

Total Attachments: 2  
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**AFFIRMATION OF SECURITY AGREEMENT**

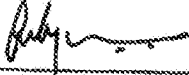
34x118 HOLDINGS, LLC hereby affirms the terms of the Trademark Security Agreement dated as of March 22, 2013 in favor of PRANA HOLDINGS, INC. and acknowledges that the Trademark Security Agreement remains in full force and effect with respect to the trademarks listed on Schedule A attached hereto.

IN WITNESS WHEREOF, 34x118 HOLDINGS, LLC has caused this Affirmation to be executed, as of the date written below.





Dated: April 19, 2013

34x118 HOLDINGS, LLC,

By:

  
Name: ARISH FYZEE  
Title: CEO

Schedule A

<b>Serial No.</b>	<b>Reg. No.</b>	<b>Mark</b>	<b>Goods/Services</b>	<b>Reg. Date</b>
76478271	3072409	RHYTHM & HUES	IC-25: clothing and accessories namely t-shirts, sweatshirts, caps	March 28, 2006
76582509	3084094		IC-35: creating advertising material, namely creating computer-generated imagery for commercials and advertising and post-production editing of commercials and advertising	April 25, 2006
76478270	2975112		IC-42: designing characters and artwork for use in games and by advertising agencies and film companies in print advertising, billboards, and other media	July 26, 2005
76478269	2894315		IC-41: entertainment services in the form of production and distribution of animation, special effects, computer graphics and live action for inclusion in motion pictures, television programs and theme park attractions	October 19, 2004
74548673	1906065	RHYTHM & HUES	IC-41: entertainment services in the form of production and distribution of animation, special effects and computer graphics for motion pictures and television	July 18, 1995
74548672	1939431		IC-41: entertainment services in the form of production and distribution of animation, special effects and computer graphics for motion pictures and television	December 5, 1995