

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
TUTM Entertainment, Inc.		06/26/2008	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	Rosenthal & Rosenthal, Inc.
Street Address:	1370 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	2817449	DREW'S FAMOUS
Serial Number:	77485478	PAR TEES
Serial Number:	77296691	PARTY MUSICAL
Serial Number:	77245881	GRATEFUL WED
Serial Number:	77183647	BAD CALL!
Serial Number:	77183636	TUTM ENTERTAINMENT
Serial Number:	77431037	BALLOON E-TUNES
Serial Number:	77069832	SCARE-WEAR
Serial Number:	77069842	SIGN AND SING AUTOGRAPH KEEPSAKES
Serial Number:	77394863	BLING IN THE NEW YEAR
Serial Number:	77108108	MERRY-WEAR
Serial Number:	77108076	HARE-WEAR
Serial Number:	77072481	ALL STUFFED UP
Serial Number:	77069924	TUTM ENTERTAINMENT

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Serial Number:	77058983	SING LIKE YOUR FAVORITE STAR
Serial Number:	76632587	ORNAMUSIC
Serial Number:	76591068	YOU'RE HIRED
Serial Number:	75672243	DREW'S FAMOUS PARTY MUSIC
Serial Number:	75669728	DREW'S FAMOUS MAGICAL JUKEBOX
Serial Number:	75491964	DREW'S FAMOUS
Serial Number:	75464678	DREW'S FAMOUS PARTY MUSIC
Serial Number:	75315315	DREW'S FAMOUS PARTY MUSIC

CORRESPONDENCE DATA

Fax Number: (212)575-0671
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-790-9200
Email: trademark@cfl.com
Correspondent Name: Dorothy R. Whitney
Address Line 1: 1133 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036-6799

ATTORNEY DOCKET NUMBER:	28024;DRW;NP
NAME OF SUBMITTER:	Dorothy R. Whitney
Signature:	/Dorothy R. Whitney/
Date:	06/30/2008

Total Attachments: 3
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SECURITY INTEREST

WHEREAS, TUTM Entertainment, Inc., a corporation formed under the laws of New Jersey, located at 45 Fernwood Avenue, Edison, NJ (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Collateral"), and

WHEREAS, The Company is obligated to Rosenthal & Rosenthal, Inc., (the "Lender") pursuant to (i) a certain Financing Agreement dated as of June 26, 2008 ("Financing Agreement) and (ii) a certain Intellectual Property Security Agreement dated as of June 26, 2008 ("Intellectual Property Security Agreement") made by the Company in favor of the Lender; and

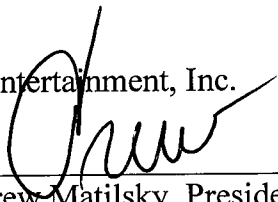
WHEREAS, pursuant to the Financing Agreement and Intellectual Property Security Agreement, the Company is granting to the Lender a security interest in the Collateral, together with the good will of the business symbolized by the Collateral;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Lender a security interest in and to the Collateral, together with the good will of the business symbolized by the Collateral, which security interest shall secure all the Obligations as defined in the Financing Agreement and Intellectual Property Security Agreement and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Lender with respect to the security interest granted hereby are more fully set forth in the Financing Agreement and Intellectual Property Security Agreement.

Dated: June 26, 2008

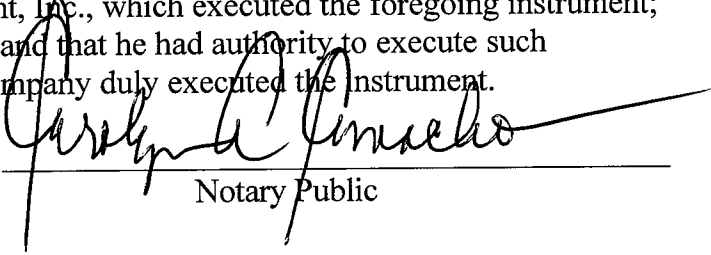
TUTM Entertainment, Inc.

By 
David Drew Matilsky, President & CEO

STATE OF New York)
: ss.:
COUNTY OF New York)

On the 26th day of June, 2008 before me, the undersigned, personally appeared David Drew Matilsky, to me known, who being by me duly sworn did depose and say that he is the President and CEO of TUTM Entertainment, Inc., which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature, the company duly executed the instrument.

CAROLYN A. CAMACHO
NOTARY PUBLIC, State of New York
No. 01CA6148806
Qualified in Kings County
Commission Expires June 26, 2010


Notary Public

SCHEDULE A

SCHEDULE A

(Trademarks)

	<u>Trademark</u>	<u>Reg. No.</u>	<u>Ser. No.</u>	<u>Class</u>
1	<u>DREW'S FAMOUS</u>	<u>2817449</u>	<u>78232092</u>	28
2	<u>PAR TEES</u>		<u>77485478</u>	25
3	<u>PARTY MUSICAL</u>		<u>77296691</u>	9
4	<u>GRATEFUL WED</u>		<u>77245881</u>	25, 28
5	<u>BAD CALL!</u>		<u>77183647</u>	28
6	<u>TUTM ENTERTAINMENT</u>	<u>3417194</u>	<u>77183636</u>	28
7	<u>BALLOON E-TUNES</u>		<u>77431037</u>	28
8	<u>SCARE-WEAR</u>	<u>3394094</u>	<u>77069832</u>	14, 25
9	<u>SIGN AND SING AUTOGRAPH KEEPSAKES</u>	<u>3387692</u>	<u>77069842</u>	28
10	<u>BLING IN THE NEW YEAR</u>		<u>77394863</u>	28
11	<u>MERRY-WEAR</u>		<u>77108108</u>	25
12	<u>HARE-WEAR</u>		<u>77108076</u>	25
13	<u>ALL STUFFED UP</u>		<u>77072481</u>	28
14	<u>TUTM ENTERTAINMENT</u>	<u>3305780</u>	<u>77069924</u>	9
15	<u>SING LIKE YOUR FAVORITE STAR</u>	<u>3356940</u>	<u>77058983</u>	9
16	<u>ORNAMUSIC</u>	<u>3187803</u>	<u>76632587</u>	9
17	<u>YOU'RE HIRED</u>		<u>76591068</u>	9
18	<u>DREW'S FAMOUS PARTY MUSIC</u>	<u>2477111</u>	<u>75672243</u>	9
19	<u>DREW'S FAMOUS MAGICAL JUKEBOX</u>	<u>2605190</u>	<u>75669728</u>	9
20	<u>DREW'S FAMOUS</u>	<u>2354525</u>	<u>75491964</u>	9
21	<u>DREW'S FAMOUS PARTY MUSIC</u>	<u>2491671</u>	<u>75464678</u>	9
22	<u>DREW'S FAMOUS PARTY MUSIC</u>	<u>2195254</u>	<u>75315315</u>	9