

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Amendment To Memorandum of Security Interest In Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Goldhil Entertainment		12/19/2005	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	City National Bank		
Street Address:	555 South Flower Street		
Internal Address:	16th Floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90064-1683		
Entity Type:	a National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2846024	SACRED YOGA PRACTICE	
Registration Number:	2806373	D DANCE FITNESS	
Registration Number:	2854850	ROMANTIC ARTS	
Serial Number:	76578778	NATURALJOURNEYS	
Serial Number:	78473795	SAMBASIZE	
Serial Number:	78480715	WOMAN OF STEEL	
CORRESPONDENCE DATA			
Fax Number:	(310)231-8311		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(310) 312-2000		
Email:	skb@msk.com		
Correspondent Name:	Steve Bevins/Mitchell Silberberg & Knupp		
Address Line 1:	11377 West Olympic Boulevard		
Address Line 4:	Los Angeles, CALIFORNIA 90064-1683		

OP \$165.00 2846024

ATTORNEY DOCKET NUMBER:	38805-00004
NAME OF SUBMITTER:	Lucy B. Arant
Signature:	/LBA012362/
Date:	12/28/2005
Total Attachments: 4 source=Document#page1.tif source=Document#page2.tif source=Document#page3.tif source=Document#page4.tif	

AMENDMENT TO MEMORANDUM OF
SECURITY INTEREST IN TRADEMARKS

Reference is hereby made to that Memorandum of Security Interest in Trademarks, dated as of January 31, 2005 ("**Memorandum of Trademarks**") executed by Goldhil Entertainment, f/k/a "Goldhil Home Media International, Inc.," a California corporation ("**Debtor**"), in favor of City National Bank, a national banking association ("**Secured Party**"), with respect to among other things the trademark registrations and applications listed on Schedule A attached hereto and incorporated herein by reference and the related goodwill and which Memorandum of Trademarks was recorded with the U.S. Patent and Trademark Office on July 26, 2005, Reel/Frame: 003128/0428.

Debtor and Secured Party wish to amend the Memorandum of Trademarks as follows:

1. Debtor changed its name to "Goldhil Entertainment" on September 12, 2005.
2. The current address of the Debtor is 5284 Adolfo Road, Camarillo, California 93012.
3. As used in the Memorandum of Trademarks, the term "Credit Agreement" shall refer to that certain Accounts Receivable and Inventory Loan Agreement, dated as of November 21, 2003 by and between Debtor and Secured Party as amended by that certain Amendment to Accounts Receivable and Inventory Loan Agreement, dated as of January 4, 2005 and as amended and restated by that certain Amended and Restated Accounts Receivable and Inventory Loan Agreement, dated as of October 31, 2005, and as hereafter further amended and/or restated from time to time.
4. Except as otherwise provided herein, the Memorandum of Trademarks shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have duly executed this Amendment as of December 19, 2005.

DEBTOR:

GOLDHIL ENTERTAINMENT, a California
corporation

By: _____

Mark Curcio, CEO

SECURED PARTY:

CITY NATIONAL BANK, a national banking
association

By: _____

Aaron Cohen, Vice President

DEBTOR: Goldhil Entertainment

SECURED PARTY: City National Bank

SCHEDULE A

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
SACRED YOGA PRACTICE	2,846,024	05/25/2004
DANCE FITNESS and Design	2,806,373	01/20/2004
ROMANTIC ARTS	2,854,850	06/15/2004

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
NATURAL JOURNEYS	76/578778	03/01/2004
SAMBASIZE	78/473795	08/26/2004
WOMAN OF STEEL	78/480715	09/09/2004

ALL-PURPOSE ACKNOWLEDGMENT

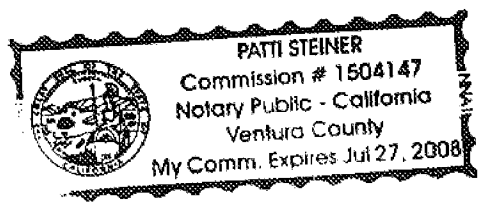
State of California)
County of Ventura)

On December 19, 2005 before me, Patti Steiner
DATE
personally appeared Mark Corico
NAME(S) OF SIGNER(S)

personally known to me -OR-
 proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Patti Steiner
SIGNATURE OF NOTARY



CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL(S)
- CORPORATE OFFICER(S) CEO
TITLE(S)
- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- SUBSCRIBING WITNESS
- GUARDIAN/CONSERVATOR
- OTHER: _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

Golden Entertainment

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

TITLE OR TYPE OF DOCUMENT: Amendment to Memorandum of Security Interest in Trademarks

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

NUMBER OF PAGES _____ DATE OF DOCUMENT _____

SIGNER(S) OTHER THAN NAMED ABOVE xxx

ALL-PURPOSE ACKNOWLEDGMENT

State of California)
County of Los Angeles)

On December 21, 2005 before me, Grace Moon, Notary Public
DATE
personally appeared Aaron Cohen
NAME(S) OF SIGNER(S)

personally known to me **-OR-**
 proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Grace Moon
SIGNATURE OF NOTARY



CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL(S)
- CORPORATE
OFFICER(S) SVP
TITLE(S)
- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- SUBSCRIBING WITNESS
- GUARDIAN/CONSERVATOR
- OTHER: _____

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

CITY NATIONAL BANK

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

TITLE OR TYPE OF DOCUMENT: Amendment to Memorandum of Security Interest in Trademarks
NUMBER OF PAGES 2 DATE OF DOCUMENT _____
SIGNER(S) OTHER THAN NAMED ABOVE XXX