

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Second Amendment to Memorandum of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Goldhil Entertainment	FORMERLY Goldhil Home Media International, Inc.	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:	90071
Entity Type:	a National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2162961	CLASSIC AMERICANA SERIES
Registration Number:	2670204	FIT TO THE HITS
Registration Number:	2190575	GOLDHIL VIDEO
Registration Number:	2185510	JUST THE FACTS LEARNING SERIES
Registration Number:	2470633	NATURAL JOURNEYS
Registration Number:	2485821	NATURAL JOURNEYS
Serial Number:	76465804	D DANCE FITNESS
Serial Number:	76472140	HIP HUGGER ABS
Serial Number:	78296542	ISLAND GIRL
Serial Number:	76456888	SACRED YOGA PRACTICE
Serial Number:	78320907	SLEEK IN A WEEK
Serial Number:	78322788	TRUE PILATES

OP \$315.00 2162961

CORRESPONDENCE DATA

Fax Number: (310)231-8311

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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

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

SECOND AMENDMENT TO MEMORANDUM OF
SECURITY INTEREST IN TRADEMARKS

Reference is hereby made to that Memorandum of Security Interest in Trademarks, dated as of November 21, 2003 (“**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 December 1, 2003, Reel/Frame: 002872/0340, as amended by that certain Amendment To Memorandum of Security Interest In Trademarks, dated January 4, 2005, which was recorded with the U.S. Patent and Trademark Office on March 7, 2005 as Reel/Frame 3040/0485.

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 14, 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

TRADEMARK

REEL: 003218 FRAME: 0016

DEBTOR: Goldhil Entertainment

SECURED PARTY: City National Bank

SCHEDULE A

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
CLASSIC AMERICANA SERIES	2,162,961	06/02/98
FIT TO THE HITS	2,670,204	12/31/02
GOLDHIL VIDEO & Design	2,190,575	09/22/98
JUST THE FACTS LEARNING SERIES	2,185,510	09/01/98
NATURAL JOURNEYS	2,470,633	07/17/01
NATURAL JOURNEYS	2,485,821	09/04/01

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
DANCE FITNESS and Design	76/465804	11/08/02
HIP HUGGER ABS	76/472140	12/04/02
ISLAND GIRL	78/296542	9/5/03
SACRED YOGA PRACTICE	76/456888	10/07/02
SLEEK IN A WEEK	78/320907	10/30/03
TRUE PILATES	78/322788	11/4/03

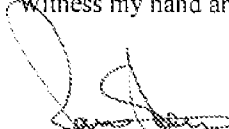
ALL-PURPOSE ACKNOWLEDGMENT

State of California)
County of Ventura)

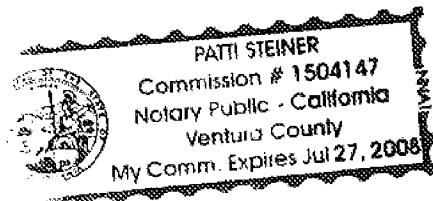
On December 19, 2005 before me, Patti Steiner
DATE
personally appeared Mark Corio
NAME(S) OF SIGNER(S)

- 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.



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)

Goldhill Entertainment

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT

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

NUMBER OF PAGES _____ DATE OF DOCUMENT _____

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

SIGNER(S) OTHER THAN NAMED ABOVE .xxx

TRADEMARK

REEL: 003218 FRAME: 0018

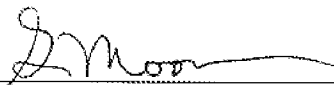
ALL-PURPOSE ACKNOWLEDGMENT

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.


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:

TITLE OR TYPE OF DOCUMENT: Second 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 2 DATE OF DOCUMENT

SIGNER(S) OTHER THAN NAMED ABOVE XXX