

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT												
NATURE OF CONVEYANCE:	Corrective Assignment to correct the App 76427141 entered in error. App 76472141 is the correct tm. TEE ZEL tm should be released from security interest previously recorded on Reel 003040 Frame 0485. Assignor(s) hereby confirms the AMENDMENT TO MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS.												
CONVEYING PARTY DATA													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Name</th> <th style="width: 20%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 30%;">Entity Type</th> </tr> </thead> <tbody> <tr> <td>GOLDHIL HOME MEDIA INTERNATIONAL, INC.</td> <td></td> <td>01/24/2005</td> <td>CORPORATION: CALIFORNIA</td> </tr> </tbody> </table>		Name	Formerly	Execution Date	Entity Type	GOLDHIL HOME MEDIA INTERNATIONAL, INC.		01/24/2005	CORPORATION: CALIFORNIA				
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GOLDHIL HOME MEDIA INTERNATIONAL, INC.		01/24/2005	CORPORATION: CALIFORNIA										
RECEIVING PARTY DATA													
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Name:</td> <td>CITY NATIONAL BANK</td> </tr> <tr> <td>Street Address:</td> <td>400 NORTH ROXBURY DRIVE</td> </tr> <tr> <td>City:</td> <td>BEVERLY HILLS</td> </tr> <tr> <td>State/Country:</td> <td>CALIFORNIA</td> </tr> <tr> <td>Postal Code:</td> <td>90210</td> </tr> <tr> <td>Entity Type:</td> <td>A NATIONAL BANKING ASSOCIATION: UNITED STATES</td> </tr> </table>		Name:	CITY NATIONAL BANK	Street Address:	400 NORTH ROXBURY DRIVE	City:	BEVERLY HILLS	State/Country:	CALIFORNIA	Postal Code:	90210	Entity Type:	A NATIONAL BANKING ASSOCIATION: UNITED STATES
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PROPERTY NUMBERS Total: 1													
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Property Type	Number	Word Mark											
Serial Number:	76472141	BELLYDANCE KIDS											
CORRESPONDENCE DATA													
<p>Fax Number: 3102318311</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: (310) 312-3750</p> <p>Email: skb@msk.com</p> <p>Correspondent Name: Steve Bevins/Mitchell Silberberg & Knupp</p> <p>Address Line 1: 11377 West Olympic Boulevard</p> <p>Address Line 4: Los Angeles, CALIFORNIA 90277</p>													
ATTORNEY DOCKET NUMBER:	CITY NATIONAL/GOLDHIL												
NAME OF SUBMITTER:	Evan M. Kent												

OP \$40.00 76472141

Signature:	/EMK012362/
Date:	11/29/2012
Total Attachments: 4 source=2005securityagmt#page1.tif source=2005securityagmt#page2.tif source=2005securityagmt#page3.tif source=2005securityagmt#page4.tif	

01/24/2005
700148163

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
GOLDHIL HOME MEDIA INTERNATIONAL, INC.

- Individual(s)
- General Partnership
- Corporation-State California
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Execution Date(s) January 4, 2005

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Amendment to Memorandum of Security Interest
- Merger
- Change of Name

2. Name and address of receiving party(ies)
Additional names, addresses, or citizenship attached? Yes No

Name: CITY NATIONAL BANK

Internal Address:

Street Address: 400 North Roxbury Drive

City: Beverly Hills

State: California

Country: U.S.A. Zip: 90210

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other National Banking Association Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
76/494,253

B. Trademark Registration No.(s)
2,162,961

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Anthony Adler, Esq.
Mitchell Silberberg & Knupp LLP

Internal Address:
11377 West Olympic Boulevard

City: Los Angeles

State: California Zip: 90064-1683

Phone Number: (310) 312-2000

Fax Number: (310) 231-8311

Email Address: skb@msk.com

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 590.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 12-3735

Authorized User Name Steve Bevins

9. Signature: [Signature]

Signature

Steven K. Bevins

Name of Person Signing

January 24, 2005

Date

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5895, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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>
BELLYDANCE FUSION	76/494253	3/03/03
BELLYDANCE KIDS	76/427141	12/0/02
BELLYDANCE MAMA	76/472139	12/0/02
DANCE FITNESS and Design	76/465804	11/08/02
DIGITAL GYM	78/320897	10/30/03
FITNESS TOOLBOX	78/277185	7/22/03
HIP HUGGER ABS	76/472140	12/04/02
HULA MAMA	76/472142	12/04/02

ISLAND GIRL	78/296542	9/5/03
NATURAL JOURNEYS	76/382983	03/15/02
ROMANTIC ARTS	76/382470	03/14/02
SACRED YOGA PRACTICE	76/456888	10/07/02
SENSUAL ARTS	76/382984	03/15/02
SLEEK IN A WEEK	78/320907	10/30/03
TRUE PILATES	78/322788	11/4/03
YOGA MOMMY	76/487003	02/03/03
ZEN MAMA	76/487002	02/03/03

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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 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: 0022872/0340.

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

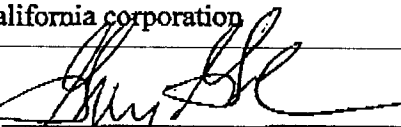
1. As used in the Memorandum of Trademarks, the term "Credit Agreement" shall refer to that certain Accounts Receivable and Inventory Loan Agreement, dated as of November 21, 2003 by and between Debtor and Secured Party as amended by that certain Amendment to Accounts Receivable and Inventory Loan Agreement, dated as of January 4, 2005 and as hereafter further amended and/or restated from time to time.

2. 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 January 4, 2005.

DEBTOR:


GOLDHIL HOME MEDIA INTERNATIONAL, INC.,
a California corporation

By: 

Its: President

SECURED PARTY:

CITY NATIONAL BANK, a national banking
association

By: 

Its: Vice President