

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Cinram Distribution LLC		08/31/2012	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Cinram Group, Inc.		
Street Address:	2525 East Camelback Road		
Internal Address:	Suite 850		
City:	Phoenix		
State/Country:	ARIZONA		
Postal Code:	85016		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	85262186	CINRAM GAMES	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	6027985595		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	(602) 798-5459		
Email:	donnellk@ballardspahr.com		
Correspondent Name:	Ballard Spahr LLP, Kurt C. Donnell, Esq.		
Address Line 1:	1 East Washington Street		
Address Line 2:	Suite 2300		
Address Line 4:	Phoenix, ARIZONA 85004-2555		
ATTORNEY DOCKET NUMBER:	00136334		
NAME OF SUBMITTER:	Kurt C. Donnell		

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Signature:	/Kurt C. Donnell/
Date:	08/31/2012
Total Attachments: 2 source=Trademark Assignment - Cinram Distribution LLC - Cinram Group, Inc. - 8-31-2012#page1.tif source=Trademark Assignment - Cinram Distribution LLC - Cinram Group, Inc. - 8-31-2012#page2.tif	

**Trademark Assignment**

**In the United States Patent and Trademark Office**

**WHEREAS**, Cinram Distribution LLC, a limited liability company organized under the laws of the State of Delaware, with offices at 437 Sanford Road, Lavergne, Tennessee 37086 (the "Assignor"), owns certain trademarks and/or service marks, and applications and/or registrations for such marks, as set forth on Exhibit A attached hereto and incorporated herein by this reference (the "Marks");

**WHEREAS**, Cinram Group, Inc., a corporation organized under the laws of the State of Delaware formerly known as Cinram Acquisition, Inc., with offices at 2525 East Camelback Road, Suite 850, Phoenix, Arizona 85016 (the "Assignee"), desires to acquire all of the right, title and interest of the Assignor in, to and under the Marks, together with the goodwill of the business symbolized by the Marks; and

**WHEREAS**, Cinram International Inc., a corporation organized under the *Canada Business Corporations Act*, and the Assignee have entered into that certain Asset Purchase Agreement, dated June 22, 2012, pursuant to which the Assignor has agreed to transfer to the Assignee, among other things, all right, title and interest in and to the Marks and in and to the registrations and/or applications for the same, and, as a result thereof, the Assignee will be a successor to the business of the Assignor to which the Marks pertain.

**NOW, THEREFORE**, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by the Assignee to the Assignor, the receipt and sufficiency of which hereby is acknowledged, the Assignor does hereby sell, assign, transfer and convey unto the Assignee its entire right, title and interest in and to the Marks, and to the applications and/or registrations for the Marks (and the right to apply for the foregoing), together with the goodwill of the business symbolized by the Marks and the business of the Assignor to which the Marks pertain, including the right to sue and recover for any past infringement thereof.

**IN WITNESS WHEREOF**, the Assignor has caused this Trademark Assignment to be duly executed by an authorized officer on this 31 day of August, 2012.

CINRAM DISTRIBUTION, INC.

By: 

Name: JOHN H BELL

Title: VP

**EXHIBIT A**

**MARKS**

<b>Trademark</b>	<b>App. No. / Filed</b>
CINRAM GAMES	85-262,186 March 9, 2011