

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Todd-Soundelux, LLC		03/08/2013	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	PNC Bank, National Association, as Agent
Street Address:	600 Galleria Parkway
Internal Address:	Suite 890
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30339
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	4045762	CSS STUDIOS
Registration Number:	3803904	CSS STUDIOS
Registration Number:	2374008	TODD-AO
Registration Number:	2391727	POP
Registration Number:	2235685	SOUNDELUX
Registration Number:	2242457	SOUNDELUX

CORRESPONDENCE DATA

Fax Number: 9192868199
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 9192868118
 Email: pto_tmconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC
 Address Line 1: 430 Davis Drive

OP \$165.00 4045762

Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 031558-243 EAR

NAME OF SUBMITTER: Ellen A. Rubel

Signature: /Ellen A. Rubel/

Date: 03/22/2013

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Revolving Credit and Security Agreement dated as of March 8, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") by and among the undersigned (the "Grantor"), POP Sound, LLC, a Delaware limited liability company (together with the Grantor, the "Borrowers"), the financial institutions parties thereto as the lenders (the "Lenders"), and PNC Bank, National Association, as Agent (the "Agent"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the holders of the Obligations (as defined in the Credit Agreement):

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
	See <u>Schedule 1</u> attached hereto	

The Grantor and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

TODD-SOUNDELUX, LLC,
as Grantor

By: 

Name: DAVID ALFONSO
Title: PRESIDENT

Acknowledged and Accepted:

PNC BANK, NATIONAL ASSOCIATION, as Agent

By: _____
Name: _____
Title: _____

The Grantor and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

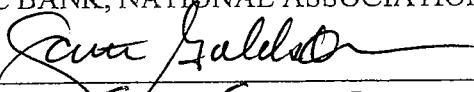
Very truly yours,

TODD-SOUNDELUX, LLC,
as Grantor

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

PNC BANK, NATIONAL ASSOCIATION, as Agent

By: 
Name: SCOTT GOLDSTEIN
Title: SVP

Schedule 1

**Todd-Soundelux, LLC
(New York Limited Liability Company)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
CSS STUDIOS and Design	4045762	10/25/11
CSS STUDIOS	3803904	6/15/10
TODD-AO	2374008	8/1/00
POP	2391727	10/3/00
SOUNDELUX	2235685	3/30/99
SOUNDELUX and Design	2242457	5/4/99