# TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|---|---|---|
| Cinedigm Corp. | | 10/20/2013 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

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| Name: | Societe Generale |
| Street Address: | 1221 Avenue of the Americas |
| Internal Address: | Attn: Elaine Khalil |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10020 |
| Entity Type: | CORPORATION: FRANCE |

PROPERTY NUMBERS Total: 14

| Property Type | Number | Word Mark |
|---|---|---|
| Serial Number: | 85923230 | C |
| Serial Number: | 85923259 | C |
| Serial Number: | 85923267 | C |
| Serial Number: | 85923280 | C |
| Serial Number: | 85923286 | C |
| Serial Number: | 85923296 | C |
| Registration Number: | 3934870 | CINEDIGM |
| Registration Number: | 3934877 | CINEDIGM |
| Serial Number: | 77951595 | CINEDIGM CERTIFIED DIGITAL CINEMAS |
| Registration Number: | 3830073 | CINELIVE |
| Serial Number: | 85397673 | CINEXCHANGE |
| Serial Number: | 85112105 | CINEXPRESS |
| Registration Number: | 4220565 | INDIEDIRECT |
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| Registration Number: | 4118439 | TCC |

CORRESPONDENCE DATA

Fax Number: 2022631253

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 2028357500

Email: dcip@milbank.com

Correspondent Name: Javier J. Ramos

Address Line 1: 1850 K St NW, Suite 1100

Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

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|---|---|
| ATTORNEY DOCKET NUMBER: | 24635.08200 |
| NAME OF SUBMITTER: | Javier J. Ramos |
| Signature: | /s/ Javier J. Ramos |
| Date: | 11/04/2013 |

Total Attachments: 14

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THIS GRANT OF SECURITY INTEREST, dated as of October 20, 2013, is executed by Cinedigm Corp., a Delaware corporation (the "Grantor"), in favor of SOCIÉTÉ GÉNÉRALE, as Collateral Agent (in such capacity, the "Collateral Agent").

A. Pursuant to that certain Credit Agreement, dated as of October 17, 2013 (as amended, supplemented, restated or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, the Persons acting as lenders thereunder from time to time ("Lenders"), Société Générale, as administrative agent (in such capacity, the "Administrative Agent") and the Collateral Agent, the Lenders have agreed to extend certain credit facilities to the Borrower upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office and certain foreign countries (collectively, the "Trademarks").

C. Pursuant to the Security Agreement, dated as of October 20, 2013 (as amended, supplemented, restated or otherwise modified from time to time, the "Security Agreement"), among the Grantor, other entities party thereto from time to time and the Collateral Agent, the Grantor has granted to the Collateral Agent (for the ratable benefit of the Secured Parties) a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of past, present or future infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Collateral Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Collateral Agent's address is:

Société Générale,
as Collateral Agent
1221 Avenue of the Americas
New York, New York 10020
Attention: Elaine Khalil
Tel. No. 212-278-6852

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

**Cinedigm Corp.**

By: _____

Name: Gary S. Loffredo

Title: President, Digital Cinema & General Counsel

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

| TM | SN/RN | Status/Key Dates | Full Goods/Services |
|---|---|---|---|
| CINEDIGM | AU 1371051 | 2/21/2011 | Classes: 39 Int., 41 Int., 42 Int.<br>Goods: 39 Int.<br><br>Storage of electronic media, namely, images, text and audio data.<br><br>41 Int.<br>Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts and plays, by satellite, telephone lines, cable, fiber optics, hard drive and Internet; leasing of digital cinema projection systems.<br><br>42 Int.<br>Providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities. |
| THEATRE COMMAND CENTER ENTERPRISE | AU 1371047 | 2/21/2011 | Classes: 09 Int.<br>Goods: 09 Int.<br>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content. |

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| CINEDIGM | CZ 9230061 | 7/7/2010 | Classes: 39 Int., 41 Int., 42 Int.<br>Goods: 39 Int.<br><br>Storage of electronic media, namely, images, text and audio data.<br><br>41 Int.<br>Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts and plays, by satellite, telephone lines, cable, fiber optics, hard drive and Internet; leasing of digital cinema projection systems.<br><br>42 Int.<br>Providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities. |
| THEATRE COMMAND CENTER | CZ 9228594 | 7/7/2010 | Classes: 09 Int.<br>Goods: 09 Int.<br><br>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content. |
| THEATRE COMMAND CENTER ENTERPRISE | CZ 9228784 | 7/7/2010 | Classes: 09 Int.<br>Goods: 09 Int.<br><br>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content. |
| CINEDIGM | 5,385,827<br>Japan | 1/21/2011 | Classes: 39 Int., 41 Int., 42 Int.<br>Goods: 39 Int.<br><br>Storage of electronic media, namely, images, text and audio data. |

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| | | | 41 Int.<br>Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts and plays, by satellite, telephone lines, cable, fiber optics, hard drive and Internet; leasing of digital cinema projection systems.<br><br>42 Int.<br>Providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities. |
| THEATRE COMMAND CENTER | 5,390,795<br>Japan | 2/10/2011 | Classes: 09 Int.<br>Goods: 09 Int.<br><br>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content. |
| THEATRE COMMAND CENTER ENTERPRISE | 5,390,796<br>Japan | 2/10/211 | Classes: 09 Int.<br>Goods: 09 Int.<br><br>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content. |

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| CINEDIGM | 827026<br>New Zealand | 1/8/2011 | Classes: 39 Int., 41 Int., 42 Int.<br>Goods: 39 Int.<br><br>Storage of electronic media, namely, images, text and audio data.<br><br>41 Int.<br>Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts and plays, by satellite, telephone lines, cable, fiber optics, hard drive and Internet; leasing of digital cinema projection systems.<br><br>42 Int.<br>Providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities. |
| THEATRE COMMAND CENTER | 827024<br>New Zealand | 1/8/2011 | Classes: 09 Int.<br>Goods: 09 Int.<br><br>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content. |
| THEATRE COMMAND CENTER | 827025<br>New Zealand | 1/8/2011 | Classes: 09 Int.<br>Goods: 09 Int.<br>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content. |
| CINEDIGM | 2013-G-2646607<br>Turkey | 7/30/2013 | Classes: 39 Int., 41 Int., 42 Int.<br><br>Goods: 39 Int.<br>Storage of electronic media, namely, images, text and audio data.<br><br>41 Int. |

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| | | | Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts and plays, by satellite, telephone lines, cable, fiber optics, hard drive and Internet; leasing of digital cinema projection systems.<br><br>42 Int.<br>Providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities. |
| C Design | 85/923,230 | 5/3/2013 | Classes 09 Int.<br>Goods: 09 Int.<br><br>Pre-recorded CD's and DVD's featuring drama, comedy, action and adventure movies and music; Pre-recorded cinematographic film, video cassettes and video discs featuring entertainment in the nature of motion picture productions; Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content. |
| C Design | 85/923,259 | 5/3/2013 | Classes: 35 Int.<br>Goods: 35 Int.<br><br>Distributorships in the field of pre-recorded video cassettes and audio recordings and DVDs; licensing of pre-recorded video cassettes and audio recordings and DVDs; On-line ordering services featuring pre-recorded video cassettes and audio recordings and DVDs. |

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| C Design | 85/923,267 | 5/3/2013 | Classes: 38 Int.<br>Goods: 38 Int.<br><br>Audio, video and multimedia broadcasting via the Internet and other communications networks; webcasting services; transmission of messages, data and content via the Internet and other communications networks; providing online forums and chat rooms for the transmission of messages, comments and multimedia content among users in the field of general interest via the Internet and other communications networks; transmission of electronic media, multimedia content, videos, movies, pictures, images, text, photos, user-generated content, audio content, and information via the Internet and other communications networks; Streaming of audiovisual and multimedia content via the internet; transmission and delivery of audiovisual and multimedia content via the internet; video-on-demand transmission services. |
| C Design | 85/923,280 | 5/3/2013 | Classes: 39 Int.<br>Goods: 39 Int.<br><br>Storage of electronic media, namely, images, text and audio data. |

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| C Design | 85/923,286 | 5/3/2013 | Classes: 41 Int.<br>Goods: 41 Int.<br><br>Entertainment services in the nature of providing information on current and future movie offerings via a global computer network Motion picture film production; Movie studios; Production of video discs for others;Television production; Distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts, and plays, by digital means including satellite, telephone lines, cable, fiber optics, and Internet; Leasing of digital cinema projection systems; Entertainment and educational services, namely, providing movies, television shows, and information, reviews, and recommendations regarding movies and television shows; providing a website featuring television shows, movies, and multimedia content and information, reviews, and recommendations regarding television shows, movies, and multimedia content. |

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| C Design | 85/923,296 | 5/3/2013 | Classes: 42 Int.<br>Goods: 42 Int.<br><br>Providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities; Providing a website featuring non-downloadable software that enables a community of users to post, search, watch, share, critique, rate, and comment on, videos and other multimedia content via the Internet and other communications networks; design and development of computer software. |
| CINEDIGM | 77/618,952<br>3,934,870 | 3/22/2011 | Classes: 39 Int., 41 Int., 42 Int.<br>Goods: 39 Int.<br><br>Storage of electronic media, namely, images, text and audio data.<br><br>41 Int.<br>Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts, and plays, by digital means including satellite, telephone lines, cable, fiber optics, and Internet; Leasing of digital cinema projection systems.<br><br>42 Int.<br>providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities. |

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| CINEDIGM and Design | 77/626,690<br>3,934,877 | 3/22/2011 | Classes: 38 Int., 39 Int., 41 Int., 42 Int.<br>Goods: 38 Int.<br><br>Leasing of digital cinema projection systems.<br><br>39 Int.<br>Storage of electronic media, namely, images, text and audio data.<br><br>41 Int.<br>Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts, and plays, by digital means including satellite, telephone lines, cable, fiber optics, and Internet.<br><br>42 Int.<br>providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities. |
| CINEDIGM CERTIFIED DIGITAL CINEMAS | 77/951,595 | 3/5/2010 | Classes: 09 Int., 41 Int.<br>Goods: 09 Int.<br><br>Motion picture theater equipment, namely, digital projection systems and satellite transmission projection systems comprised of digital video projector, operating software, computer server, storage device in the nature of electronic memories, satellite dish, television decoder, digital signal processor. 41 Int.<br>Movie theater services. |
| CINELIVE | 77/617,358<br>3,830,073 | 8/10/2010 | Classes: 41 Int.<br>Goods: 41 Int.<br>Entertainment in the nature of presentation of live performances by a musical |

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| | | | group, live sporting events, live show performances. |
| CINEXCHANGE | 85/397,673 | 8/15/2011 | Classes: 09 Int.<br>Goods: 09 Int.<br><br>Downloadable computer software or computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of movies. |
| CINEXPRESS | 85/112,105 | 8/20/2010 | Classes: 38 Int., 41 Int.<br>Goods: 38 Int.<br><br>Broadcasting of live and simulcast sporting events by satellite, telephone lines, cable, fiber optics, and Internet.<br><br>41 Int.<br>Entertainment services, namely distribution of motion pictures, live and recorded sporting events through broadcast media, television programming, television short segments featuring news and information about sports, cartoons, concerts, and plays by satellite, telephone lines, cable, fiber optics and Internet. |
| INDIEDIRECT | 85/401,202<br>4,220,565 | 10/9/2012 | Classes: 35 Int.<br>Goods: 35 Int.<br><br>Providing management services in the field of film distribution. |
| TCC | 85/393,086<br>4,118,439 | 3/27/2012 | Classes: 09 Int.<br>Goods: 09 Int.<br><br>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of movies. |

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

| Mark | Application Date | Application No. |
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None.

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