

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Cinedigm Entertainment Corp.		10/20/2013	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Serial Number:	77188472	DOCURAMA
Serial Number:	76297101	DOCURAMA
Serial Number:	76405134	EVERYTHING ELSE IS PURE FICTION
Serial Number:	77862410	FLATIRON FILM COMPANY
Serial Number:	76297100	NEW VIDEO

**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

CH \$140.00 77188472

ATTORNEY DOCKET NUMBER:	24635.08200
NAME OF SUBMITTER:	Javier J. Ramos
Signature:	/s/ Javier J. Ramos
Date:	11/04/2013
Total Attachments: 6 source=20131028111300353#page1.tif source=20131028111300353#page2.tif source=20131028111300353#page3.tif source=20131028111300353#page4.tif source=20131028111300353#page5.tif source=20131028111300353#page6.tif	

THIS GRANT OF SECURITY INTEREST, dated as of October 20, 2013, is executed by Cinedigm Entertainment Corp, a New York 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.

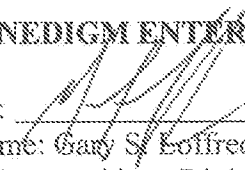
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference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

By:  \_\_\_\_\_

Name: Gary S. Eoffredo

Title: President, Digital Cinema & General Counsel

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<b>TM Record</b>	<b>TM/SN/RN/Disclaimer</b>	<b>Owner</b>	<b>Status/Key Dates</b>	<b>Full Goods/Services</b>
US Federal Q4 uf 1	DOCURAMA  DOCURAMA  SN:77-188472 RN:3,444,021	Cinedigm Entertainment Corp. fka New Video Group Inc. (New York Corp.) 902 Broadway 9th Floor New York, New York 10010	Registered June 10, 2008  Int'l Class: 41 First Use: January 21, 1981 Filed: May 23, 2007 Published: March 25, 2008	(Int'l Class: 41) Rental of videos and dvd's; motion picture film production for theatrical distribution and publishing of videos and dvd's
US Federal Q4 uf 2	DOCURAMA  SN:76-297101 RN:2,723,312	Cinedigm Entertainment Corp. fka New Video Group Inc. (New York Corp.) 902 Broadway 9th Floor New York, New York 10010	Registered 8 & 15 January 3, 2009  Int'l Class: 35 First Use: March 1, 1999 Filed: August 7, 2001 Published: March 18, 2003 Registered: June 10, 2003	(Int'l Class: 35) Online retail stores and wholesale stores featuring videos and dvd's
US Federal Q4 uf 3	EVERYTHING ELSE IS PURE FICTION  SN:76-405134 RN:2,761,077	Cinedigm Entertainment Corp. fka New Video Group Inc. (New York Corp.) 902 Broadway 9th Floor New York, New York 10010	Registered 8 & 15 January 3, 2009  Int'l Class: 35 First Use: June 1, 1999 Filed: May 10, 2002 Published: June 17, 2003 Registered: September 9, 2003	(Int'l Class: 35) Computerized on-line ordering services featuring dvd's; wholesale ordering services featuring dvd's
US Federal Q4 uf 4	FLATIRON FILM COMPANY  FLATIRON FILM COMPANY  SN:77-862410 RN:3,932,071 Disclaimer: "FILM COMPANY"	Cinedigm Entertainment Corp. fka New Video Group Inc. (New York Corp.) 902 Broadway 9th Floor New York, New York 10010	Registered March 15, 2011  Int'l Class: 41 First Use: June 30, 2010 Filed: November 2, 2009 Published: September 28, 2010 Allowed: November 23, 2010	(Int'l Class: 41) Motion picture film production; production of television programs

TM Record	TM/SN/RN/Disclaimer	Owner	Status/Key Dates	Full Goods/Services
US Federal Q4 uf 5	NEW VIDEO SN:76-297100 RN:2,733,929 Disclaimer: "VIDEO"	Cinedigm Entertainment Corp. fka New Video Group Inc. (New York Corp.) 902 Broadway 9th Floor New York, New York 10010	Registered 8 & 15 January 3, 2009  Int'l Class: 35, 41 First Use: January 21, 1981 Filed: August 7, 2001 Published: April 15, 2003 Registered: July 8, 2003	(Int'l Class: 35) Online retail stores and wholesale stores featuring videos and dvds (Int'l Class: 41) Rental of videos and dvds; motion picture film production for theatrical distribution; production and distribution of television programs via broadcast and cable networks; and publishing of videos and dvds

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
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None.

831958.2

**RECORDED: 11/04/2013**

**TRADEMARK  
REEL: 005146 FRAME: 0059**