

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Checkvideo LLC		11/19/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA	
Name:	CapitalSource Bank
Street Address:	5404 Wisconsin Avenue
Internal Address:	2nd Floor
City:	Chevy Chase
State/Country:	MARYLAND
Postal Code:	20815
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 12		
Property Type	Number	Word Mark
Registration Number:	3640919	ARCHERFISH
Registration Number:	3829555	ARCHERFISH QUATTRO
Registration Number:	3836155	ARCHERFISH SOLO
Registration Number:	3946120	CAMERADERIE
Registration Number:	2841217	CERNIUM
Registration Number:	3420370	CHECKVIDEO
Registration Number:	2290537	EXITSENTRY
Registration Number:	3946121	EYE THINK
Registration Number:	3905529	
Registration Number:	3905530	
Registration Number:	2863225	PERCEPTRAK
Registration Number:	3641034	REALNUMBER

CH \$315.00 3640919

CORRESPONDENCE DATA

Fax Number: 4125621041

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

Phone: 412-562-1637

Email: vicki.cremonese@bipc.com

Correspondent Name: Michael L. Dever

Address Line 1: 301 Grant Street

Address Line 2: 20th Floor

Address Line 4: Pittsburgh, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER:	0069906-000001
NAME OF SUBMITTER:	Michael L. Dever
Signature:	/Michael L. Dever/
Date:	11/22/2013
Total Attachments: 5 source=capitalsource bank-checkvideo security interest#page1.tif source=capitalsource bank-checkvideo security interest#page2.tif source=capitalsource bank-checkvideo security interest#page3.tif source=capitalsource bank-checkvideo security interest#page4.tif source=capitalsource bank-checkvideo security interest#page5.tif	

ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS

Dated as of November 19, 2013 and effective as of November 21, 2013

WHEREAS, CHECKVIDEO LLC, a Delaware limited liability company (the "Grantor"), has adopted, used and is using (except as described on Schedule 1), and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into an Amended and Restated Revolving Credit and Security Agreement, dated as of November 21, 2013, (by and among the Grantor, other credit parties party thereto, and the Agent (as defined below) as amended, restated, supplemented or otherwise modified from time to time in accordance with its terms, the "Security Agreement"), in favor of CapitalSource Bank, as administrative agent for certain lenders (the "Agent");

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Agent for certain lenders a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by 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 infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Agent for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the Collateral 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.

[SIGNATURE PAGE FOLLOWS]

[SIGNATURE PAGE TO ACKNOWLEDGEMENT OF SECURITY INTEREST IN TRADEMARKS]

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the date first written above.

GRANTOR:

CHECKVIDEO LLC

By: Kastle Systems International LLC,
as Sole Member and Manage

By: 

Name: Mark D. Ein

Title: President

STATE OF Virginia)
COUNTY OF Fairfax) SS

The foregoing instrument was acknowledged before me this 19th day of November, 2013, by Mark D. Ein the President of Kastle Systems International LLC, the Sole Member and Manager of CheckVideo LLC on behalf of said company.



Notary Public

My commission expires: 3/31/15

John P. Baker Notary Public #7393093 Commonwealth of Virginia My Commission Expires 3/31/2015
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SCHEDULE 1 TO
ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS

Mark	Name of Owner	Jurisdiction	Application or Registration/ Issuance Number	Filing Date	Issuance or Registrati on Date	Status
ARCHERFISH	CheckVideo LLC	United States	Registration # 3,640,919	5/9/08	6/16/09	Registered
ARCHERFISH QUATTRO	CheckVideo LLC	United States	Registration # 3,829,555	9/16/09	8/3/10	Registered
ARCHERFISH SOLO	CheckVideo LLC	United States	Registration # 3,836,155	9/16/09	8/17/10	Registered
CAMERADERIE	CheckVideo LLC	United States	Registration No. 3,946,120	4/20/10 (intent-to-use)	4/12/11	Registered
CERNIUM	CheckVideo LLC	United States	Registration No. 2,841,217	9/6/02	5/11/04	Registered
CHECKVIDEO	CheckVideo LLC	United States	Registration No. 3,420,370	3/17/06	4/29/08	Registered
EXITSENTRY	CheckVideo LLC	United States	Registration No. 2,290,537	1/27/98	11/2/99	Registered
EYE THINK	CheckVideo LLC	United States	Registration No. 3,946,121	4/20/10	4/12/11	Registered
JET DESIGN	CheckVideo LLC	United States	Registration No. 3,905,529	11/19/09	1/11/11	Registered

Mark	Name of Owner	Jurisdiction	Application or Registration/ Issuance Number	Filing Date	Issuance or Registrati on Date	Status
JET DESIGN	CheckVideo LLC	United States	Registration No. 3,905,530	11/19/09	1/11/11	Registered
PERCEPTRAK	CheckVideo LLC	United States	Registration No. 2,863,225	12/10/01	7/13/04	Registered
REALNUMBER	CheckVideo LLC	United States	Registration No. 3,641,034	7/23/08	6/16/09	Registered