

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IMAGINE COMMUNICATIONS, INC.		01/14/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wilmington Trust, National Association
Street Address:	50 South Sixth Street
Internal Address:	Suite 1290
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3407078	ENABLING PERSONALIZEDTV
Registration Number:	3442012	ICE
Registration Number:	4096903	ICE ILLUSTRATE
Registration Number:	3399190	ICE-Q
Registration Number:	3548309	PERSONALIZEDTV
Registration Number:	3407079	

CORRESPONDENCE DATA

Fax Number: 7045032622  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Phone: 704 503 2600  
 Email: bsmith@kslaw.com, hserbin@kslaw.com, vbantug@kslaw.com  
 Correspondent Name: King & Spalding  
 Address Line 1: 100 N Tryon Street

OP \$165.00 3407078

Address Line 2: Suite 3900  
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	18876.015002 IMAGINE/WILM
NAME OF SUBMITTER:	Vicky R. Bantug
Signature:	/Vicky R. Bantug/
Date:	01/15/2014

**Total Attachments: 6**

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**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, IMAGINE COMMUNICATIONS, INC., a corporation organized under the laws of the State of Delaware having a mailing address at c/o The Gores Group, 10877 Wilshire Blvd., 18th Floor, Los Angeles, CA 90024 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to WILMINGTON TRUST, NATIONAL ASSOCIATION ("Wilmington") and various other financial institutions (collectively, "Lenders") and Wilmington as agent for Lenders ("Agent") pursuant to (i) a certain Term Loan Credit and Security Agreement, dated as of February 4, 2013, among Agent, Lenders, Borrower and the other credit parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

**[Remainder of Page Intentionally Left Blank]**

Dated: January 14, 2014

IMAGINE COMMUNICATIONS, INC.



Name: Gregory C. Diamond  
Its: Vice President and Secretary

WILMINGTON TRUST, NATIONAL  
ASSOCIATION, as Agent

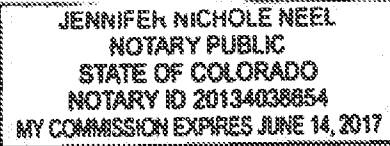
\_\_\_\_\_  
Name:  
Its:

STATE OF Colorado )  
 )  
COUNTY OF Douglas )

ss:

On the \_\_\_\_\_ day of \_\_\_\_\_, 2014, before me personally came Gregory Diamond to me known, who being by me duly sworn, did depose and say he is the Vice President and Secretary of IMAGINE COMMUNICATIONS, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

*Jennifer Nichole Neel*  
Notary Public



STATE OF \_\_\_\_\_ )  
 ) : ss.:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 2014, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that s/he is the \_\_\_\_\_ of WILMINGTON TRUST, NATIONAL ASSOCIATION, the national banking association described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of said national banking association.

\_\_\_\_\_  
Notary Public

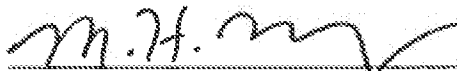
Dated: January 14, 2014

IMAGINE COMMUNICATIONS, INC.

\_\_\_\_\_  
Name:

Its:

WILMINGTON TRUST, NATIONAL  
ASSOCIATION, as Agent

  
\_\_\_\_\_  
Name: Meghan H. McCauley

Its: Banking Officer

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )

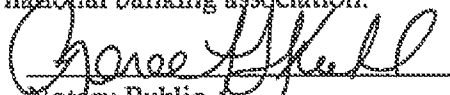
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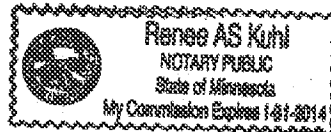
On the \_\_\_\_\_ day of \_\_\_\_\_, 2014, before me personally came \_\_\_\_\_ to me known, who being by me duly sworn, did depose and say s/he is the \_\_\_\_\_ of IMAGINE COMMUNICATIONS, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

\_\_\_\_\_  
Notary Public

STATE OF MINNESOTA )  
 ) : ss.:  
COUNTY OF HENNEPIN)


On this 10th day of January, 2014, before me personally came Meghan H. McCauley, to me known, who, being by me duly sworn, did depose and say that she is a Banking Officer of WILMINGTON TRUST, NATIONAL ASSOCIATION, the national banking association described in and which executed the foregoing instrument; and that she signed her name thereto by order of said national banking association.

  
\_\_\_\_\_  
Notary Public



**SCHEDULE A**

Schedule A to a Trademark Assignment of Security dated January 14, 2014, by and between IMAGINE COMMUNICATIONS, INC., and WILMINGTON TRUST, NATIONAL ASSOCIATION, as Agent.

Trademark	App Number	Reg. Number	Status	Country	Owner
ENABLING PERSONALIZEDTV	78-841960	3,407,078	Registered	United States	Imagine Communications, Inc.
ICE	77-207626	3,442,012	Registered	United States	Imagine Communications, Inc.
ICE ILLUSTRATE	85-156417	4,096,903	Registered	United States	Imagine Communications, Inc.
ICE-Q	77-103057	3,399,190	Registered	United States	Imagine Communications, Inc.
PERSONALIZEDTV	78-841966	3,548,309	Registered	United States	Imagine Communications, Inc.
	78-841974	3,407,079	Registered	United States	Imagine Communications, Inc.

Schedule A