

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Imagine Communications, Inc		01/14/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	PNC Bank, National Association, as Agent		
<b>Street Address:</b>	Two Tower Center Boulevard		
<b>City:</b>	East Brunswick		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	08816		
<b>Entity Type:</b>	Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
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		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Email:</b>	marina.kelly@thomsonreuters.com		
<b>Correspondent Name:</b>	James Murray		
<b>Address Line 1:</b>	4400 Easton Commons Way Suite 125		
<b>Address Line 4:</b>	Columbus, OHIO 43219		
<b>NAME OF SUBMITTER:</b>	James Murray		

**OP \$165.00 3407078**

Signature:	/Marina Kelly, Thomson Reuters/
Date:	01/16/2014
Total Attachments: 5 source=PNC_-Gores-Trademark IMAGINE COMMUNICATIONS INC #page1.tif source=PNC_-Gores-Trademark IMAGINE COMMUNICATIONS INC #page2.tif source=PNC_-Gores-Trademark IMAGINE COMMUNICATIONS INC #page3.tif source=PNC_-Gores-Trademark IMAGINE COMMUNICATIONS INC #page4.tif source=PNC_-Gores-Trademark IMAGINE COMMUNICATIONS INC #page5.tif	

## TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, IMAGINE COMMUNICATIONS, INC., a corporation organized under the laws of the State of Delaware having a mailing address c/o The Gores Group, 10877 Wilshire Boulevard, 18th Floor, Los Angeles, California 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 PNC BANK, NATIONAL ASSOCIATION ("PNC") and various other financial institutions (collectively, "Lenders") and PNC as agent for Lenders ("Agent") pursuant to (i) a certain Revolving 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

PNC BANK, NATIONAL  
ASSOCIATION, as Agent

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

Dated: January 14, 2014

IMAGINE COMMUNICATIONS, INC.


Name:  
Its:

PNC BANK, NATIONAL  
ASSOCIATION, as Agent

  
Name: Jeanette Vandenberg  
Its: Vice President

**SCHEDULE A**

Schedule A to a Trademark Assignment of Security dated January 14, 2014, by and between IMAGINE COMMUNICATIONS, INC., and PNC BANK, 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