

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM303601

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IMAGINE COMMUNICATIONS CORP.	FORMERLY HBC Solutions, Inc.	05/02/2014	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: 9

Property Type	Number	Word Mark
Registration Number:	3285261	CARBONHD
Registration Number:	3776625	DIGITAL RAPIDS COPPER
Registration Number:	3412501	DIGITAL RAPIDS BROADCAST MANAGER
Registration Number:	3412502	DIGITAL RAPIDS TRANSCODE MANAGER
Registration Number:	3430125	DIGITAL RAPIDS
Registration Number:	3445073	DIGITAL-RAPIDS.COM
Registration Number:	3737535	DIGITAL RAPIDS C2
Registration Number:	3681048	TOUCHSTREAM
Registration Number:	4222630	KAYAK

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: vbantug@kslaw.com

Correspondent Name: KING & SPALDING

Address Line 1: 100 N TRYON STREET

Address Line 2: SUITE 3900

Address Line 4: CHARLOTTE, NORTH CAROLINA 28202

TRADEMARK

ATTORNEY DOCKET NUMBER:	18876.015002 GSO/ HARRIS
NAME OF SUBMITTER:	Vicky R. Bantug
SIGNATURE:	/Vicky R. Bantug/
DATE SIGNED:	05/05/2014

Total Attachments: 6

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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, IMAGINE COMMUNICATIONS CORP. (formerly known as HBC Solutions, Inc.), a corporation organized under the laws of the State of Delaware having a mailing address at 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 Amended and Restated Trademark Collateral Security Agreement, dated as of March 29, 2013, 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.

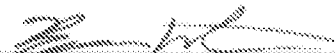
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, 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.

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Dated: May 2, 2014

IMAGINE COMMUNICATIONS CORP.
(formerly known as HBC Solutions, Inc.)


Name: Bryce Winkle
Its: Vice President

WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Agent

.....
Name:
Its:

Dated: May 2, 2014

IMAGINE COMMUNICATIONS CORP.
(formerly known as HBC Solutions, Inc.)

.....
Name:
Its:

WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Agent

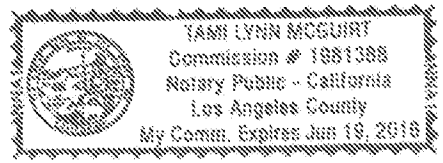

.....
Name: Meghan H. McCauley
Its: Assistant Vice President

STATE OF California)
COUNTY OF Los Angeles)

ss:

On the 29 day of April, 2014, before me personally came Bryce Winkle to me known, who being by me duly sworn, did depose and say he is the Vice President of IMAGINE COMMUNICATIONS CORP., 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.


Notary Public



STATE OF _____)
COUNTY OF _____)

ss.:

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

STATE OF _____)
) ss:
COUNTY OF _____)

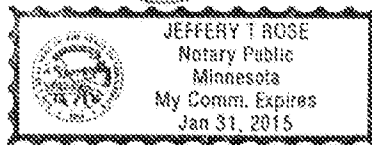
On the ____ day of _____, 2014, before me personally came _____ to me known, who being by me duly sworn, did depose and say s/he is the _____ of IMAGINE COMMUNICATIONS CORP., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of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

Notary Public

STATE OF MINNESOTA)
) ss:
COUNTY OF HENNEPIN)

On this 1st day of May, 2014, before me personally came Meghan H. McCauley, to me known, who, being by me duly sworn, did depose and say that she is an Assistant Vice President 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 May 2, 2014, by and between IMAGINE COMMUNICATIONS CORP. (formerly known as HBC Solutions, Inc.) and WILMINGTON TRUST, NATIONAL ASSOCIATION, as Agent.

Trademark	Matter No.	App Number	Reg. Number	Status	Country	Owner
CARBONHD		77/055301	3285261	Registered	United States of America	Imagine Communications Corp.
DIGITAL RAPIDS COPPER		77/058496	3776625	Registered	United States of America	Imagine Communications Corp.
DIGITAL RAPIDS BROADCAST MANAGER		77/173807	3412501	Registered	United States of America	Imagine Communications Corp.
DIGITAL RAPIDS TRANSCODE MANAGER		77/173809	3412502	Registered	United States of America	Imagine Communications Corp.
DIGITAL RAPIDS		77/263119	3430125	Registered	United States of America	Imagine Communications Corp.
DIGITAL-RAPIDS.COM		77/336011	3445073	Registered	United States of America	Imagine Communications Corp.
DIGITAL RAPIDS C2		77/348357	3737535	Registered	United States of America	Imagine Communications Corp.
TOUCHSTREAM		77/495059	3681048	Registered	United States of America	Imagine Communications Corp.
KAYAK		85/260856	4222630	Registered	United States of America	Imagine Communications Corp.