

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM303928

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cinedigm Corporation		01/08/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	OneWest Bank, FSB
Street Address:	888 E. Walnut St.
Internal Address:	Attn: Olga Fomina
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91101
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	85923230	C
Serial Number:	85923259	C
Serial Number:	85923267	C
Serial Number:	85923280	C
Serial Number:	85923286	C
Serial Number:	85923296	C
Registration Number:	3934870	CINEDIGM
Registration Number:	3934877	CINEDIGM
Serial Number:	77951595	CINEDIGM CERTIFIED DIGITAL CINEMAS
Registration Number:	3830073	CINELIVE
Serial Number:	85397673	CINEXCHANGE
Serial Number:	85112105	CINEXPRESS
Registration Number:	4220565	INDIEDIRECT
Registration Number:	4118439	TCC

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

TRADEMARK

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

ATTORNEY DOCKET NUMBER: 24635.08200

NAME OF SUBMITTER: Javier J. Ramos

SIGNATURE: /Javier J. Ramos/

DATE SIGNED: 05/08/2014

Total Attachments: 25

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AMENDED AND RESTATED CREDIT AGREEMENT

DATED AS OF JANUARY 8, 2014

among

CINEDIGM CORP.,

as THE BORROWER,

**SOCIÉTÉ GÉNÉRALE,
as ADMINISTRATIVE AGENT**

**ONEWEST BANK, FSB,
as COLLATERAL AGENT**

AND

THE LENDERS PARTY HERETO,

**SG AMERICAS SECURITIES, LLC,
as BOOKRUNNER**

**SG AMERICAS SECURITIES, LLC and ONEWEST BANK FSB,
as JOINT LEAD ARRANGERS**

**ONEWEST BANK FSB,
as SYNDICATION AGENT**

**SUNTRUST BANK,
as DOCUMENTATION AGENT**

REDACTED

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AMENDED AND RESTATED CREDIT AGREEMENT

This AMENDED AND RESTATED CREDIT AGREEMENT dated as of January 8, 2014, is entered into among CINEDIGM CORP., a Delaware corporation (the "Borrower"), the Lenders, and SOCIÉTÉ GÉNÉRALE ("SG"), as Administrative Agent and OneWest Bank, FSB, as Collateral Agent.

The Borrower, the Administrative Agent, SG as Collateral Agent and certain Lenders entered into the Credit Agreement, dated as of October 17, 2013 (the "Original Credit Agreement"), pursuant to which the Initial Loans were made to the Borrower for the purposes set forth in Section 4.19 of this Agreement, including the consummation of the acquisition on October 21, 2013, by the Borrower (as buyer) of 100% of the issued and outstanding membership interests of NewCo (the "Acquisition") pursuant to the Membership Interest Purchase Agreement, dated as October 17, 2013 (the "Purchase Agreement") with Gaiam Americas, Inc., as seller (the "Seller")

The Borrower has requested that the Original Credit Agreement (and any associated Loan Documents) be amended and restated to provide for certain changes since the Initial Closing Date and OneWest Bank, FSB to be added as a Lender and Collateral Agent.

As such, the parties to the Original Credit Agreement now desire to amend and restate the Original Credit Agreement in its entirety to reflect such changes and, in recognition of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Original Credit Agreement is accordingly hereby amended and restated in its entirety as follows:

**ARTICLE I.
DEFINITIONS, INTERPRETATION AND ACCOUNTING TERMS**

Section 1.1. Defined Terms. As used in this Agreement, the following terms have the following meanings:

[REDACTED]

[REDACTED]

[REDACTED]

REDACTED

ARTICLES

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers thereunto duly authorized, as of the date first above written.

CINEDIGM CORP.,
as Borrower

By: 
Name: Christopher McGurk
Title: Chairman & CEO

SOCIÉTÉ GÉNÉRALE, as Administrative Agent

By: Elaine Khalil
Name: Elaine Khalil
Title: Managing Director

ONEWEST BANK, FSB, as Collateral Agent

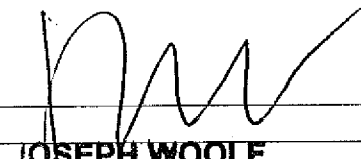
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Name: _____
Title: _____

SOCIÉTÉ GÉNÉRALE, as Administrative Agent

By: _____
Name: _____
Title: _____

ONEWEST BANK, FSB, as Collateral Agent

By: _____
Name: _____
Title: _____



JOSEPH WOOLF
EXECUTIVE VICE PRESIDENT

SOCIÉTÉ GÉNÉRALE, as Lender

By: Elaine Khalil
Name: Elaine Khalil
Title: Managing Director

By: _____
Name: _____
Title: _____

ONEWEST BANK, FSB, as Lender

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

SUNTRUST BANK, as Lender

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

SOCIÉTÉ GÉNÉRALE, as Lender

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ONEWEST BANK, FSB, as Lender

By: _____
Name: **JOSEPH WOOLF**
Title: **EXECUTIVE VICE PRESIDENT**

By: _____
Name: _____
Title: _____

SUNTRUST BANK, as Lender

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

SOCIÉTÉ GÉNÉRALE, as Lender

By: _____
Name: _____
Title: _____

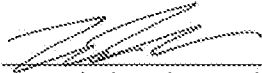
By: _____
Name: _____
Title: _____

ONEWEST BANK, FSB, as Lender

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

SUNTRUST BANK, as Lender

By:  _____
Name: Michael Vegh
Title: Director

REDACTED

SCHEDULES & EXHIBITS

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

By: _____

Name: Gary S. Loffredo

Title: President, Digital Cinema & General Counsel

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

TM	SN/RN	Status/Key Dates	Full Goods/Services
CINEDIGM	AU 1371051	2/21/2011	<p>Classes: 39 Int., 41 Int., 42 Int. Goods: 39 Int.</p> <p>Storage of electronic media, namely, images, text and audio data.</p> <p>41 Int. Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts and plays, by satellite, telephone lines, cable, fiber optics, hard drive and Internet; leasing of digital cinema projection systems.</p> <p>42 Int. Providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities.</p>
THEATRE COMMAND CENTER ENTERPRISE	AU 1371047	2/21/2011	<p>Classes: 09 Int. Goods: 09 Int.</p> <p>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content.</p>

CINEDIGM	CZ 9230061	7/7/2010	<p>Classes: 39 Int., 41 Int., 42 Int. Goods: 39 Int.</p> <p>Storage of electronic media, namely, images, text and audio data.</p> <p>41 Int. Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts and plays, by satellite, telephone lines, cable, fiber optics, hard drive and Internet; leasing of digital cinema projection systems.</p> <p>42 Int. Providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities.</p>
THEATRE COMMAND CENTER	CZ 9228594	7/7/2010	<p>Classes: 09 Int. Goods: 09 Int.</p> <p>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content.</p>
THEATRE COMMAND CENTER ENTERPRISE	CZ 9228784	7/7/2010	<p>Classes: 09 Int. Goods: 09 Int.</p> <p>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content.</p>
CINEDIGM	5,385,827 Japan	1/21/2011	<p>Classes: 39 Int., 41 Int., 42 Int. Goods: 39 Int.</p> <p>Storage of electronic media, namely, images, text and audio data.</p>

			<p>41 Int. Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts and plays, by satellite, telephone lines, cable, fiber optics, hard drive and Internet; leasing of digital cinema projection systems.</p> <p>42 Int. Providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities.</p>
THEATRE COMMAND CENTER	5,390,795 Japan	2/10/2011	<p>Classes: 09 Int. Goods: 09 Int.</p> <p>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content.</p>
THEATRE COMMAND CENTER ENTERPRISE	5,390,796 Japan	2/10/211	<p>Classes: 09 Int. Goods: 09 Int.</p> <p>Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content.</p>

CINEDIGM	827026 New Zealand	1/8/2011	Classes: 39 Int., 41 Int., 42 Int. Goods: 39 Int. Storage of electronic media, namely, images, text and audio data. 41 Int. Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts and plays, by satellite, telephone lines, cable, fiber optics, hard drive and Internet; leasing of digital cinema projection systems. 42 Int. Providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities.
THEATRE COMMAND CENTER	827024 New Zealand	1/8/2011	Classes: 09 Int. Goods: 09 Int. Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content.
THEATRE COMMAND CENTER	827025 New Zealand	1/8/2011	Classes: 09 Int. Goods: 09 Int. Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content.
CINEDIGM	2013-G-2646607 Turkey	7/30/2013	Classes: 39 Int., 41 Int., 42 Int. Goods: 39 Int. Storage of electronic media, namely, images, text and audio data. 41 Int.

			<p>Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts and plays, by satellite, telephone lines, cable, fiber optics, hard drive and Internet; leasing of digital cinema projection systems.</p> <p>42 Int. Providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities.</p>
C Design	85/923,230	5/3/2013	<p>Classes 09 Int. Goods: 09 Int.</p> <p>Pre-recorded CD's and DVD's featuring drama, comedy, action and adventure movies and music; Pre-recorded cinematographic film, video cassettes and video discs featuring entertainment in the nature of motion picture productions; Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content.</p>
C Design	85/923,259	5/3/2013	<p>Classes: 35 Int. Goods: 35 Int.</p> <p>Distributorships in the field of pre-recorded video cassettes and audio recordings and DVDs; licensing of pre-recorded video cassettes and audio recordings and DVDs; On-line ordering services featuring pre-recorded video cassettes and audio recordings and DVDs.</p>

C Design	85/923,267	5/3/2013	<p>Classes: 38 Int. Goods: 38 Int.</p> <p>Audio, video and multimedia broadcasting via the Internet and other communications networks; webcasting services; transmission of messages, data and content via the Internet and other communications networks; providing online forums and chat rooms for the transmission of messages, comments and multimedia content among users in the field of general interest via the Internet and other communications networks; transmission of electronic media, multimedia content, videos, movies, pictures, images, text, photos, user-generated content, audio content, and information via the Internet and other communications networks; Streaming of audiovisual and multimedia content via the internet; transmission and delivery of audiovisual and multimedia content via the internet; video-on-demand transmission services.</p>
C Design	85/923,280	5/3/2013	<p>Classes: 39 Int. Goods: 39 Int.</p> <p>Storage of electronic media, namely, images, text and audio data.</p>

C Design	85/923,286	5/3/2013	<p>Classes: 41 Int. Goods: 41 Int.</p> <p>Entertainment services in the nature of providing information on current and future movie offerings via a global computer network Motion picture film production; Movie studios; Production of video discs for others; Television production; Distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts, and plays, by digital means including satellite, telephone lines, cable, fiber optics, and Internet; Leasing of digital cinema projection systems; Entertainment and educational services, namely, providing movies, television shows, and information, reviews, and recommendations regarding movies and television shows; providing a website featuring television shows, movies, and multimedia content and information, reviews, and recommendations regarding television shows, movies, and multimedia content.</p>
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C Design	85/923,296	5/3/2013	<p>Classes: 42 Int. Goods: 42 Int.</p> <p>Providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities; Providing a website featuring non-downloadable software that enables a community of users to post, search, watch, share, critique, rate, and comment on, videos and other multimedia content via the Internet and other communications networks; design and development of computer software.</p>
CINEDIGM	77/618,952 3,934,870	3/22/2011	<p>Classes: 39 Int., 41 Int., 42 Int. Goods: 39 Int.</p> <p>Storage of electronic media, namely, images, text and audio data.</p> <p>41 Int. Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts, and plays, by digital means including satellite, telephone lines, cable, fiber optics, and Internet; Leasing of digital cinema projection systems.</p> <p>42 Int. providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities.</p>

CINEDIGM and Design	77/626,690 3,934,877	3/22/2011	Classes: 38 Int., 39 Int., 41 Int., 42 Int. Goods: 38 Int. Leasing of digital cinema projection systems. 39 Int. Storage of electronic media, namely, images, text and audio data. 41 Int. Entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts, and plays, by digital means including satellite, telephone lines, cable, fiber optics, and Internet. 42 Int. providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities.
CINEDIGM CERTIFIED DIGITAL CINEMAS	77/951,595	3/5/2010	Classes: 09 Int., 41 Int. Goods: 09 Int. Motion picture theater equipment, namely, digital projection systems and satellite transmission projection systems comprised of digital video projector, operating software, computer server, storage device in the nature of electronic memories, satellite dish, television decoder, digital signal processor. 41 Int. Movie theater services.
CINELIVE	77/617,358 3,830,073	8/10/2010	Classes: 41 Int. Goods: 41 Int. Entertainment in the nature of presentation of live performances by a musical

			group, live sporting events, live show performances.
CINEXCHANGE	85/397,673	8/15/2011	Classes: 09 Int. Goods: 09 Int. Downloadable computer software or computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of movies.
CINEXPRESS	85/112,105	8/20/2010	Classes: 38 Int., 41 Int. Goods: 38 Int. Broadcasting of live and simulcast sporting events by satellite, telephone lines, cable, fiber optics, and Internet. 41 Int. Entertainment services, namely distribution of motion pictures, live and recorded sporting events through broadcast media, television programming, television short segments featuring news and information about sports, cartoons, concerts, and plays by satellite, telephone lines, cable, fiber optics and Internet.
INDIEDIRECT	85/401,202 4,220,565	10/9/2012	Classes: 35 Int. Goods: 35 Int. Providing management services in the field of film distribution.
TCC	85/393,086 4,118,439	3/27/2012	Classes: 09 Int. Goods: 09 Int. Computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of movies.

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.

831951.2

RECORDED: 05/08/2014

**TRADEMARK
REEL: 005276 FRAME: 0339**