

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM311200

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Singing Machine Company, Inc.		07/16/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association, as Agent		
Street Address:	2255 Glades Road		
Internal Address:	Suite 140W		
City:	Boca Raton		
State/Country:	FLORIDA		
Postal Code:	33431		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3933544	SMDIGITAL	
Registration Number:	3469748	KONCEPTS	
Registration Number:	3545334	SOUNDX	
Registration Number:	3800597	SOUNDX KIDS	
Registration Number:	4193104	THE SINGING MACHINE	
Serial Number:	86190262	HOME	
Serial Number:	86190251	SINGING MACHINE	
CORRESPONDENCE DATA			
Fax Number:	9192868199		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	919 286-8000		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	031558-279		

OP \$190.00 3933544

NAME OF SUBMITTER:	Ellen A. Rubel
SIGNATURE:	/Ellen A. Rubel/
DATE SIGNED:	07/18/2014
Total Attachments: 4 source=NGSI-T#page1.tif source=NGSI-T#page2.tif source=NGSI-T#page3.tif source=NGSI-T#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Revolving Credit and Security Agreement dated as of July 16, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") by and among the undersigned (the "Grantor"), the other entities party thereto as borrowers, (together with the Grantor, the "Borrowers"), the financial institutions parties thereto as the lenders (the "Lenders"), and PNC Bank, National Association, as Agent (the "Agent"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and the registrations and applications therefor, as shown below, to the Agent for the ratable benefit of the holders of the Obligations (as defined in the Credit Agreement):

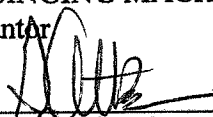
TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
	See <u>Schedule 1</u> attached hereto	

The Grantor and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and the registrations and applications therefor (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not to be construed as an assignment of any trademark, trademark registration or trademark application.

Very truly yours,

THE SINGING MACHINE COMPANY, INC.,
as Grantor

By: 
Name: GARY ATKINSON
Title: CEO

Acknowledged and Accepted:

PNC BANK, NATIONAL ASSOCIATION, as Agent

By: _____
Name: _____
Title: _____

The Grantor and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and the registrations and applications therefor (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not to be construed as an assignment of any trademark, trademark registration or trademark application.

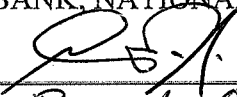
Very truly yours,

THE SINGING MACHINE COMPANY, INC.,
as Grantor

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

PNC BANK, NATIONAL ASSOCIATION, as Agent

By:  _____
Name: Rocio de Queda
Title: Vice President

Schedule 1

**The Singing Machine Company Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SMDIGITAL and Design	3933544	3/22/11
KONCEPTS and Design	3469748	7/15/08
SOUNDX	3545334	12/9/08
SOUNDX KIDS	3800597	6/8/10
THE SINGING MACHINE and Design	4193104	8/21/12

Pending Applications

Description	Application No.	Filing Date
HOME	86190262	2/11/14
SINGING MACHINE	86190251	2/11/14