

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM311665

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Imagine Communications Corp. (f/k/a HBC Solutions, Inc.)		05/02/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association, as Agent		
Street Address:	Two Tower Center Boulevard		
City:	East Brunswick		
State/Country:	NEW JERSEY		
Postal Code:	08816		
Entity Type:	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:			
<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>			
Email:	marina.kelly@thomsonreuters.com		
Correspondent Name:	James Murray		
Address Line 1:	4400 Easton Commons Way Suite 125		
Address Line 2:	CT Lien Solutions		
Address Line 4:	Columbus, OHIO 43219		
NAME OF SUBMITTER:	James Murray		
		TRADEMARK	

OP \$240.00 3285261

SIGNATURE:	/Marina Kelly, Thomson Reuters/
DATE SIGNED:	07/24/2014
Total Attachments: 7 source=Trademark Imagine to PNC#page1.tif source=Trademark Imagine to PNC#page2.tif source=Trademark Imagine to PNC#page3.tif source=Trademark Imagine to PNC#page4.tif source=Trademark Imagine to PNC#page5.tif source=Trademark Imagine to PNC#page6.tif source=Trademark Imagine to PNC#page7.tif	

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 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 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

PNC BANK, NATIONAL
ASSOCIATION, as Agent

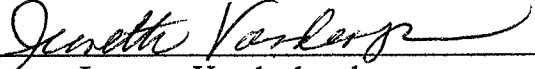
Name:
Its:

Dated: May 2, 2014

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

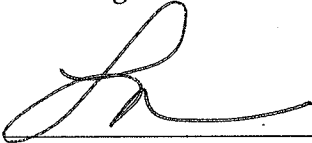
Name:
Its:

PNC BANK, NATIONAL
ASSOCIATION, as Agent

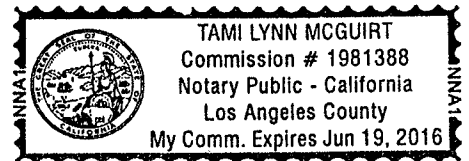

Name: Jeanette Vandenberg
Its: Vice President

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 PNC BANK, 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 _____)
)
COUNTY OF _____) ss:

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.

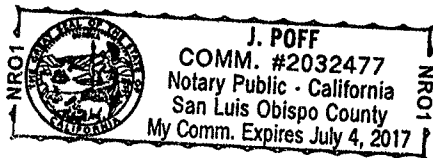
Notary Public

STATE OF California)
)
COUNTY OF San Luis Obispo) ss:

On this 2 day of May, 2014, before me personally came Seannette Vandenberg to me known, who, being by me duly sworn, did depose and say that s/he is the Officer of PNC BANK, 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.

J. Poff

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 PNC BANK, 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.

Schedule A