

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM332207

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VANDERBILT, LLC		02/09/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	COMERICA BANK, as Agent		
Street Address:	39200 Six Mile Road, MC7578		
City:	Livonia		
State/Country:	MICHIGAN		
Postal Code:	48152		
Entity Type:	INC. ASSOCIATION: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3743845	BRIGHT BLUE	
CORRESPONDENCE DATA			
Fax Number:	2136305788		
<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:	213-891-5935		
Email:	hpanneck@buchalter.com		
Correspondent Name:	Helen Panneck c/o Buchalter Nemer		
Address Line 1:	1000 Wilshire Blvd., Ste.1500		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
ATTORNEY DOCKET NUMBER:	C5765-0010		
NAME OF SUBMITTER:	Helen Panneck		
SIGNATURE:	/Helen Panneck/		
DATE SIGNED:	02/13/2015		
Total Attachments: 3			
source=IP Memorandum (Vanderbilt)#page1.tif			
source=IP Memorandum (Vanderbilt)#page2.tif			
source=IP Memorandum (Vanderbilt)#page3.tif			

CH \$40.00 3743845

**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

February 9, 2015

VANDERBILT, LLC, a Delaware limited liability company, whose address is 2 Cranberry Road, Parsippany, NJ 07054 (“Assignor”), hereby acknowledges that it has granted to COMERICA BANK., as Agent, whose address is 39200 Six Mile Road, MC 7578, Livonia, Michigan 48152 (the “Assignee”), a security interest in and to all of the Assignor’s right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Assignor (the “Trademarks”), together with any and all goodwill of the business, and any recovery from all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Revolving Credit and Term Loan Agreement dated as of February 9, 2015, as amended from time to time (the “Agreement”), among Assignor and Assignee, among others, as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature page to follow.]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

VANDERBILT, LLC

By: 
Name: William West
Title: Chief Financial Officer

Memorandum and Notice of Security Interest
In Intellectual Property

TRADEMARK
REEL: 005460 FRAME: 0087

EXHIBIT A
TRADEMARKS

Trademark	Country	Serial No. / Reg. No.	File Date / Reg. Date
BRIGHT BLUE	EM	7,546,807	12/24/2009
BRIGHT BLUE	USA	3,743,845	02/02/2010
BRIGHT BLUE	Mexico	1,135,822	12/15/2009
BRIGHT BLUE	Canada	TMA829699	08/10/2012