

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM335556

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OneWest Bank, N.A.	FORMERLY OneWest Bank, FSB	09/02/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Cinedigm Corp.		
Street Address:	902 Broadway		
Internal Address:	9th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3830073	CINELIVE	
Serial Number:	85397673	CINEXCHANGE	
Registration Number:	4118439	TCC	
Registration Number:	3338685	THEATRE COMMAND CENTER	
CORRESPONDENCE DATA			
Fax Number:	2022631253		
<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:	2028357500		
Email:	jramos@milbank.com		
Correspondent Name:	Javier J. Ramos		
Address Line 1:	1850 K St. NW, Suite 1100		
Address Line 4:	Washington, D.C. 20006		
ATTORNEY DOCKET NUMBER:	24635.08200		
NAME OF SUBMITTER:	Javier J. Ramos		
SIGNATURE:	/Javier J. Ramos/		
DATE SIGNED:	03/18/2015		

CH \$115.00 3830073

Total Attachments: 12

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GUARANTEE AND SECURITY RELEASE AGREEMENT

GUARANTEE AND SECURITY RELEASE AGREEMENT, dated as of September 2, 2014 (this “Release”), is made among Cinedigm Corp., a Delaware corporation (the “Borrower”), Hollywood Software, Inc., a California Corporation (“HSI”), the Lenders party hereto, Société Générale, as administrative agent (the “Administrative Agent”), and OneWest Bank, N.A., as collateral agent (the “Collateral Agent”).

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Section 9.12 of the Credit Agreement provides for the release of, among other things, Guarantors and Liens under the Loan Documents;

The Agents and the Lenders are willing to agree to provide such releases upon the following terms;

Accordingly, in consideration of the mutual covenants set forth herein, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Section 2. Release. The parties hereto agree as follows:

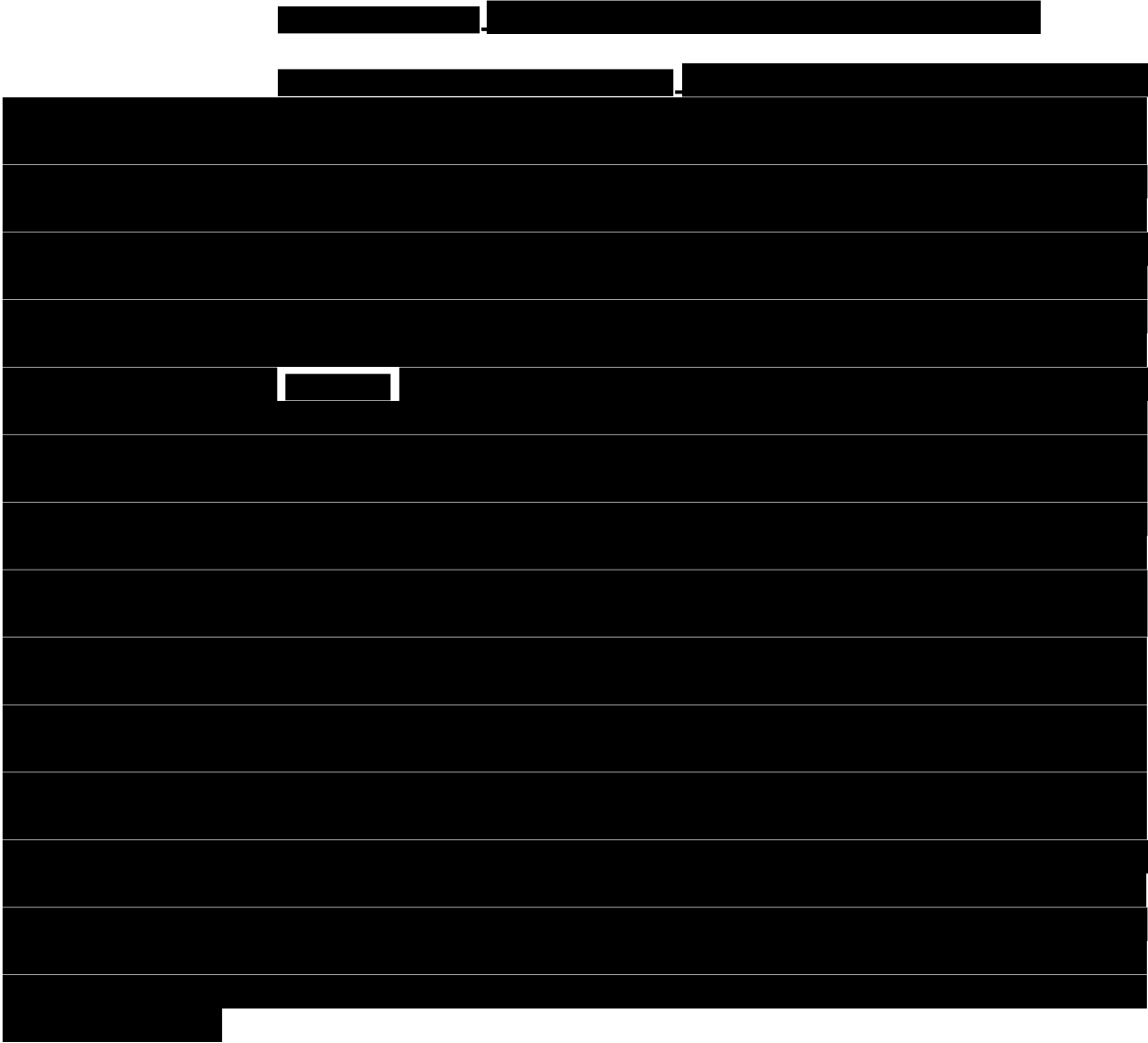
(a) As of the Effective Date, all Liens granted by the Borrower with respect to the Stock of HSI, the Intercompany Indebtedness and the assets of the Software Business, and all Liens granted by HSI, in each case to the Collateral Agent for the benefit of any Secured Parties under the Loan Documents, shall be forever satisfied, released and discharged without further action, and all obligations of HSI to the Agents, the Lenders and the other Secured Parties under the Credit Agreement, the Guarantee Agreement and each other Loan Document shall be released, discharged and terminated, and HSI shall be released as Guarantor under the Guarantee Agreement for all purposes (all such releases, the “HSI Release”); *provided* that the Security Agreement and the Guarantee Agreement shall continue in full force and effect with respect to the Lien and guarantees (as applicable) granted by the other Guarantors thereunder.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



[REDACTED]

[REDACTED]

[REDACTED]


[REDACTED]

[REDACTED]

[signature pages follow]

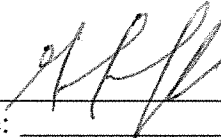
IN WITNESS WHEREOF, this Release has been executed as of the day and year first above written.

CINEDIGM CORP.,
as Borrower

By:  _____
Name: _____
Title: _____

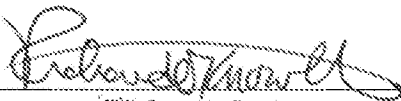

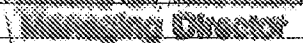
By: _____
Name: _____
Title: _____

HOLLYWOOD SOFTWARE, INC.,
as HSI

By:  _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

SOCIÉTÉ GÉNÉRALE, as Administrative Agent

By: 
Name: 
Title: 

SIGNATURE PAGE TO CINEDIGM -- RELEASE




TRADEMARK
REEL: 005481 FRAME: 0202

ONEWEST BANK, N.A., as Collateral Agent

By: *Daisy Stall*
Name: DAISY STALL
Title: SENIOR VICE PRESIDENT

By: _____
Name: _____
Title: _____

SOCIÉTÉ GÉNÉRALE, as Lender

By: 
Name: 
Title: 

ONEWEST BANK, N.A., 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, N.A., as Lender

By: *Daisy Stall*
Name: **DAISY STALL**
Title: **SENIOR VICE PRESIDENT**

By: _____
Name: _____
Title: _____

SUNTRUST BANK, as Lender

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

SOCIÉTÉ GÉNÉRALE, as Lender

By: _____
Name: _____
Title: _____

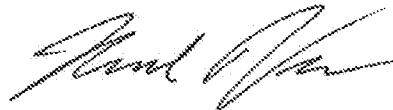
By: _____
Name: _____
Title: _____

ONEWEST BANK, N.A., as Lender

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

SUNTRUST BANK, as Lender



By: _____
Name: Michael Vegh
Title: Director

By: _____
Name: _____
Title: _____

