

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM336856

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.)		03/17/2015	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: 4			
Property Type	Number	Word Mark	
Registration Number:	3888865	VMG	
Registration Number:	3861498	RGB NETWORKS	
Registration Number:	3499527	RIPCODE	
Registration Number:	3499528	RC	
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:	Michael Violet		
Address Line 1:	4400 Easton Commons Way Suite 125		
Address Line 2:	CT Lien Solutions		
Address Line 4:	Columbus, OHIO 43219		
NAME OF SUBMITTER:	Michael Violet		
SIGNATURE:	/Marina Kelly, Thomson Reuters/		
DATE SIGNED:	04/01/2015		
Total Attachments: 5			
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TRADEMARK

REEL: 005489 FRAME: 0292

TRADEMARK ASSIGNMENT OF SECURITY

March 17, 2015

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 c/o The Gores Group, 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 Trademark Collateral Security Agreement, dated the date hereof, 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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IMAGINE COMMUNICATIONS CORP.

By: 
Name: Steven Eisner
Its: Vice President and Assistant Secretary

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By: _____
Name:
Its:

IMAGINE COMMUNICATIONS CORP.


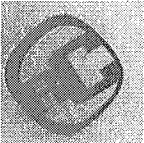
By: _____
Name:
Its:

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By: Jeanette Vanderhey
Name: Jeanette Vanderhey
Its: SVP

SCHEDULE A

Trademarks

OWNER	TRADEMARK	FILING DETAILS
Imagine Communications Corp.	VMG	Reg. No. 3888865 Reg. on: 14-Dec-2010
Imagine Communications Corp.		Reg. No. 3861498 Reg. on: 12-Oct-2010
Imagine Communications Corp.	RIPCODE	Reg. No. 3499527 Reg. on: 08-Sep-2008
Imagine Communications Corp.		Reg. No. 3499528 Reg. on: 09-Sep-2008