

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM356417

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|---|---|-----------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | GRANT OF SECURITY INTEREST -- TRADEMARKS | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Faneuil, Inc. | | 08/14/2015 | CORPORATION: DELAWARE |
| Phoenix Color Corp. | | 08/14/2015 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Cerberus Business Finance, LLC, as collateral agent | | |
| Street Address: | 875 Third Avenue | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10022 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 9 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3323580 | THOSE WHO KNOW US KNOW MORE | |
| Registration Number: | 2964496 | VIBRAMOTION | |
| Registration Number: | 3011905 | BASEONE | |
| Registration Number: | 1699651 | DECOGRAM | |
| Registration Number: | 2785921 | LITHOFOIL | |
| Registration Number: | 3608473 | PHOENIX COLOR CORP. | |
| Registration Number: | 2138992 | PHOENIX COLONET | |
| Registration Number: | 2954154 | INTERACTIVE ILLUSION | |
| Registration Number: | 2195514 | LEHIFI | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2125935955 | | |
| <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: | 212-756-2132 | | |
| Email: | scott.kareff@srz.com | | |
| Correspondent Name: | S. Kareff c/o Schulte Roth & Zabel LLP | | |
| Address Line 1: | 919 Third Avenue | | |
| Address Line 2: | 22nd Floor | | |
| Address Line 4: | New York, NEW YORK 10022 | | |

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|---|----------------------------|
| ATTORNEY DOCKET NUMBER: | 014951-1571 |
| NAME OF SUBMITTER: | Scott Kareff (014951-1571) |
| SIGNATURE: | /kc for sk/ |
| DATE SIGNED: | 09/25/2015 |
| Total Attachments: 4 source=Trademark Grant of Security Interest for Phoenix Color Corp. and 1 other and Cerberus Business Finance, LLC#page1.tif source=Trademark Grant of Security Interest for Phoenix Color Corp. and 1 other and Cerberus Business Finance, LLC#page2.tif source=Trademark Grant of Security Interest for Phoenix Color Corp. and 1 other and Cerberus Business Finance, LLC#page3.tif source=Trademark Grant of Security Interest for Phoenix Color Corp. and 1 other and Cerberus Business Finance, LLC#page4.tif | |

GRANT OF SECURITY INTEREST- - TRADEMARKS

WHEREAS, Faneuil, Inc. and Phoenix Color Corp. (the "Grantors") have adopted, used and are using, and hold all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantors have entered into a Pledge and Security Agreement, dated August 14, 2015 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Cerberus Business Finance, LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantors have granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors do hereby pledge, convey, sell, assign, transfer and set over unto the Grantee and grant to the Grantee for the benefit of the Grantee and the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantors do hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Grantors have caused this Grant of Security Interest to be duly executed by its officers thereunto duly authorized as of August 24, 2015.

FANEUIL, INC.

By: Anna Van Buren
Name: Anna Van Buren
Title: Chief Executive Officer

PHOENIX COLOR CORP.

By: _____
Name:
Title:

Grant of Security Interest Trademarks


TRADEMARK
REEL: 005631 FRAME: 0034

IN WITNESS WHEREOF, the Grantors have caused this Grant of Security Interest to be duly executed by its officers thereunto duly authorized as of August 14, 2015.

FANEUIL, INC.

By: _____
Name:
Title:

PHOENIX COLOR CORP.

By:  _____
Name: John Carbone
Title: President

SCHEDULE A TO ASSIGNMENT FOR SECURITY - - TRADEMARKS

Trademarks and Trademark Applications

| <u>Company</u> | <u>Trademark</u> | <u>Application or Registration No.</u> |
|---------------------|--------------------------------|--|
| Faneuil, Inc. | THOSE WHO KNOW US KNOW MORE | 3323580 |
| Phoenix Color Corp. | VIBRAMOTION | 2964496 |
| Phoenix Color Corp. | BASEONE | 3011905 |
| Phoenix Color Corp. | DECOGRAM | 1699651 |
| Phoenix Color Corp. | LITHOFOIL | 2785921 |
| Phoenix Color Corp. | PHOENIX COLOR CORP. | 3608473 |
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