

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM395417

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CINEDIGM CORP.		08/11/2016	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CIT BANK, N.A. AS COLLATERAL AGENT		
<b>Street Address:</b>	2450 BROADWAY AVENUE, SUITE 400		
<b>City:</b>	SANTA MONICA		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90404		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 11</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85923267	C	
<b>Serial Number:</b>	85923230	C	
<b>Serial Number:</b>	85923296	C	
<b>Serial Number:</b>	85923280	C	
<b>Serial Number:</b>	77626690	CINEDIGM	
<b>Serial Number:</b>	77618952	CINEDIGM	
<b>Serial Number:</b>	77617358	CINELIVE	
<b>Serial Number:</b>	85401202	INDIEDIRECT	
<b>Serial Number:</b>	85393086	TCC	
<b>Serial Number:</b>	85923259	C	
<b>Serial Number:</b>	85923286	C	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2129743205		
<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>			
<b>Phone:</b>	(212) 597-8200		
<b>Email:</b>	odonnell@lsellp.com		
<b>Correspondent Name:</b>	MATTHEW O'DONNELL		
<b>Address Line 1:</b>	LUSKIN, STERN & EISLER LLP		
<b>Address Line 2:</b>	ELEVEN TIMES SQUARE		

OP \$290.00 85923267

**Address Line 4:** NEW YORK, NEW YORK 10036

**NAME OF SUBMITTER:** Matthew O'Donnell

**SIGNATURE:** /Matthew O'Donnell/

**DATE SIGNED:** 08/17/2016

**Total Attachments: 7**

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## GRANT OF SECURITY INTEREST

### TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of August 11, 2016 is executed by Cinedigm Corp., a Delaware corporation (the "Grantor"), in favor of CIT Bank, N.A., as Collateral Agent (in such capacity, the "Collateral Agent").

A. Pursuant to that certain Second Amended and Restated Credit Agreement, dated as of April 29, 2015 (as amended, supplemented, restated or otherwise modified from time to time, the "Credit Agreement"), among the Grantor, the other Obligors party thereto from time to time ("Subsidiary Grantors"), Société Générale, as the Administrative Agent, and CIT Bank, N.A., as the Collateral Agent, the Lenders have agreed to extend certain credit facilities to the Grantor upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office and certain foreign countries (collectively, the "Trademarks").

C. Pursuant to the Second Amended and Restated Security Agreement, dated as of July 14, 2016 (as amended, supplemented, restated or otherwise modified from time to time, the "Security Agreement"), among the Grantor, other entities party thereto from time to time and the Collateral Agent, the Grantor has granted to the Collateral Agent (for the ratable benefit of the Secured Parties) a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of past, present or future infringement 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, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Collateral Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.


The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Collateral granted hereby 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.

The Collateral Agent's address is:

CIT Bank, N.A., as Collateral Agent  
2450 Broadway Ave., Suite 400  
Santa Monica, CA 90404  
Attention: Todd Camp  
Telephone: (312) 239-1486  
Email: todd.camp@CIT.com




IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.



CINEDIGM CORP.,



By:   
Name: Gary S. Loffredo  
Title: SVP

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Mark/Name	App. No./Reg. No.	App. Date	Reg. Date	Owner/Designations	Full Goods/Services	Status/Status Date
<u>C and Design</u> 	SN: 85923267	May 3, 2013		Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 38) audio, video and multimedia broadcasting via the internet and other communications networks; webcasting services; transmission of messages, data and content via the internet and other communications networks; providing online forums and chat rooms for the transmission of messages, comments and multimedia content among users in the field of general interest via the internet and other communications networks; transmission of electronic media, multimedia content, videos, movies, pictures, images, text, photos, user-generated content, audio content, and information via the internet and other communications networks; streaming of audiovisual and multimedia content via the internet; transmission and delivery of audiovisual and multimedia content via the internet; video-on-demand transmission services	Allowed - Intent to Use 5th Extension of Time Granted June 7, 2016
<u>C and Design</u> 	SN: 85923230	May 3, 2013		Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 09) pre-recorded cds and dvds featuring drama, comedy, action and adventure movies and music; pre-recorded cinematographic film, video cassettes and video discs featuring entertainment in the nature of motion picture productions; computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content	Allowed - Intent to Use 5th Extension of Time Granted May 27, 2016
<u>C and Design</u> 	SN: 85923296	May 3, 2013		Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 42) providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities; providing a website featuring non-downloadable software that enables a community of users to post, search, watch, share, critique, rate, and comment on, videos and other multimedia content via the internet and other communications networks; design and development of computer software	Allowed - Intent to Use 5th Extension of Time Granted June 7, 2016

Mark/Name	App. No./Reg. No.	App. Date	Reg. Date	Owner/Designations	Full Goods/Services	Status/Status Date
<u>C and Design</u> 	SN: 85923280	May 3, 2013		Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 39) storage of electronic media, namely, images, text and audio data	Allowed - Intent to Use 5th Extension of Time Granted June 7, 2016
<u>CINEDIGM and Design</u> 	RN: 3934877 SN: 77626690	December 4, 2008	March 22, 2011	Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 39) storage of electronic media, namely, images, text and audio data (Int'l Class: 41) entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts, and plays by satellite, telephone lines, cable, fiber optics, and the internet; leasing of digital cinema projection systems (Int'l Class: 42) providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities	Registered March 22, 2011
<u>CINEDIGM</u> <u>CINEDIGM</u>	RN: 3934870 SN: 77618952	November 20, 2008	March 22, 2011	Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 39) storage of electronic media, namely, images, text and audio data (Int'l Class: 41) entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts, and plays, by satellite, telephone lines, cable, fiber optics, and internet; leasing of digital cinema projection systems (Int'l Class: 42) providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities	Registered March 22, 2011
<u>CINELIVE</u> <u>CINELIVE</u>	RN: 3830073 SN:	November 19, 2008	August 10, 2010	Cinedigm Corp. (Delaware	(Int'l Class: 41) entertainment in the nature of presentation of live performances by a musical group, live	Registered August 10, 2010

Mark/Name	App. No./Reg. No.	App. Date	Reg. Date	Owner/Designations	Full Goods/Services	Status/Status Date
	77617358			Corp.) 902 Broadway 9th Floor New York New York 10010	sporting events, live show performances	
<u>INDIEDIRECT</u> INDIESRECT	RN: 4220565 SN: 85401202	August 18, 2011	October 9, 2012	Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 35) providing management services in the field of film distribution	Registered October 9, 2012
<u>TCC</u> TCC	RN: 4118439 SN: 85393086	August 9, 2011	March 27, 2012	Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 09) computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of movies	Registered March 27, 2012
<u>C and Design</u> 	RN: 4867456 SN: 85923259	May 3, 2013	Decemb er 8, 2015	Cinedigm Digital Cinema Corp. (Delaware Corp.) 902 Broadway New York New York 10010	(Int'l Class: 35) distributorships in the field of pre-recorded video cassettes and audio recordings and dvds; on-line ordering services featuring pre- recorded video cassettes and audio recordings and dvds	Registered December 8, 2015
<u>C and Design</u> 	SN: 85923286	May 3, 2013		Cinedigm Digital Cinema Corp. (Delaware Corp.) 902 Broadway New York New York	(Int'l Class: 41) entertainment services in the nature of providing information on current and future movie offerings via a global computer network; motion picture film production; movie studios; production of video discs for others; television show production; distribution of motion pictures, sporting event television programs, television programs, television short segments featuring news and	Allowed - Intent to Use 3rd Extension of Time Granted December 4, 2015

Mark/Name	App. No./Reg. No.	App. Date	Reg. Date	Owner/Designations	Full Goods/Services	Status/Status Date
				10010	<p>information about sports, cartoons, concerts, and plays, by digital means including satellite, telephone lines, cable, fiber optics, and internet; leasing of digital cinema projection systems; entertainment and educational services, namely, providing temporary use of non-downloadable movies and television shows featuring documentary, comedy, science-fiction, animated, drama, romantic, independent film, foreign films via a video-on-demand service, and providing information, reviews, and recommendations regarding movies and television shows; providing a website featuring non-downloadable television shows, movies and multimedia presentations featuring documentary, comedy, science-fiction, animated, drama, romantic, independent film, foreign films; providing a website featuring entertainment information, reviews, and recommendations regarding television shows, movies, and multimedia content</p>	



SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
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None