

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM395424

<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 ENTERTAINMENT CORP.		08/11/2016	Corporation: NEW YORK
<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: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86227358	DOCURAMA	
<b>Serial Number:</b>	76297101	DOCURAMA	
<b>Serial Number:</b>	77188472	DOCURAMA	
<b>Serial Number:</b>	76405134	EVERYTHING ELSE IS PURE FICTION	
<b>Serial Number:</b>	77862410	FLATIRON FILM COMPANY	
<b>Serial Number:</b>	76297100	NEW VIDEO	
<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		
<b>Address Line 4:</b>	NEW YORK, NEW YORK 10036		
<b>NAME OF SUBMITTER:</b>	Matthew O'Donnell		
<b>SIGNATURE:</b>	/Matthew O'Donnell/		
<b>DATE SIGNED:</b>	08/17/2016		

OP \$165.00 86227358

**Total Attachments: 5**

source=Trademark Security Agreement (Cinedigm Entertainment Corp)#page1.tif

source=Trademark Security Agreement (Cinedigm Entertainment Corp)#page2.tif

source=Trademark Security Agreement (Cinedigm Entertainment Corp)#page3.tif

source=Trademark Security Agreement (Cinedigm Entertainment Corp)#page4.tif

source=Trademark Security Agreement (Cinedigm Entertainment Corp)#page5.tif

## **GRANT OF SECURITY INTEREST**

### TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of August 11, 2016 is executed by Cinedigm Entertainment Corp., a New York 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 Cinedigm Corp., 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 Cinedigm Corp. 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.

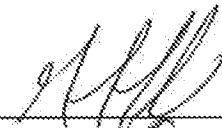
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference 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 ENTERTAINMENT CORP.**

By:   
Name: Gary S. Loffredo  
Title: SVP & Secretary

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>DOCURAMA</u> DOCURAMA	RN: 4710761 SN: 86227358	March 20, 2014	March 31, 2015	Cinedigm Entertainment Corp. (New York Corp.) 902 Broadway, 9th Floor New York New York 10010	(Int'l Class: 41) provision of non-downloadable films, shows and movies via a video-on-demand service, featuring, movies, television programs and clips in the fields of comedy, drama, action, variety, adventure, sports, musicals, current events and entertainment news, documentary and animation	Registered March 31, 2015
<u>DOCURAMA</u>	RN: 2723312 SN: 76297101	August 7, 2001	June 10, 2003	Cinedigm Entertainment, Corp. (New York Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 35) online retail stores and wholesale stores featuring videos and dvd's	Renewed June 10, 2013
<u>DOCURAMA</u> DOCURAMA	RN: 3444021 SN: 77188472	May 23, 2007	June 10, 2008	Cinedigm Entertainment, Corp. (New York Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 41) rental of videos and dvd's; motion picture film production for theatrical distribution and publishing of videos and dvd's	Registered 8 & 15 May 22, 2014
<u>EVERYTHIN G ELSE IS PURE FICTION</u>	RN: 2761077 SN: 76405134	May 10, 2002	September 9, 2003	Cinedigm Entertainment, Corp. (New York Corp.) 902 Broadway 9th Floor	(Int'l Class: 35) computerized on-line ordering services featuring dvd's; wholesale ordering services featuring dvd's	Renewed September 9, 2013

				New York New York 10010		
<u>FLATIRON FILM COMPANY</u>	RN: 3932071 SN: 77862410	November 2, 2009	March 15, 2011	Cinedigm Entertainm ent, Corp. (New York Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 41) motion picture film production; production of television programs	Registered March 15, 2011
<u>NEW VIDEO</u>	RN: 2733929 SN: 76297100	August 7, 2001	July 8, 2003	Cinedigm Entertainm ent, Corp. (New York Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 35) [online retail stores and wholesale stores featuring videos and dvds] (Int'l Class: 41) rental of videos and dvds; motion picture film production for theatrical distribution; production and distribution of television programs via broadcast and cable networks; and publishing of videos and dvds	Renewed July 8, 2013

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
-------------	-------------------------	------------------------

None