

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM395433

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VISTACHIARA ENTERTAINMENT, INC.		08/11/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	CIT BANK, N.A., AS COLLATERAL AGENT		
Street Address:	2450 BROADWAY AVENUE, SUITE 400		
City:	SANTA MONICA		
State/Country:	CALIFORNIA		
Postal Code:	90404		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78761700	THE BIGGER PICTURE	
CORRESPONDENCE DATA			
Fax Number:	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>			
Phone:	(212) 597-8200		
Email:	odonnell@lsellp.com		
Correspondent Name:	MATTHEW O'DONNELL		
Address Line 1:	LUSKIN, STERN & EISLER LLP		
Address Line 2:	ELEVEN TIMES SQUARE		
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: 4			
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OP \$40.00 78761700

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of August 11, 2016 is executed by Vistachiar Entertainment, Inc., 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 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.

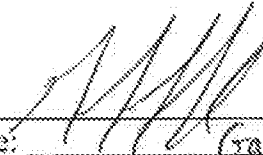
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference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

VISTACHIARA ENTERTAINMENT, INC.

By: 
Name: Gacy S. Loffredo
Title: 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>THE BIGGER PICTURE</u> <small>The Bigger Picture</small>	RN: 3162444 SN: 78761700	November 28, 2005	October 24, 2006	Vistachiara Productions, Inc., Dba the Bigger Picture (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 41) production and distribution of motion pictures	Registered 8 & 15 November 16, 2012

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