

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM396013

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Second Lien Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cast & Crew Payroll, LLC		08/19/2016	Limited Liability Company: DELAWARE
Cast & Crew Production Software, LLC		08/19/2016	Limited Liability Company: DELAWARE
Talent Acquisitions, LLC		08/19/2016	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Royal Bank of Canada, as Collateral Agent		
Street Address:	20 King Street West, 4th Floor		
Internal Address:	c/o RBC Agency Services Group		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5H 1C4		
Entity Type:	Bank: CANADA		
PROPERTY NUMBERS Total: 59			
Property Type	Number	Word Mark	
Registration Number:	4862622	CAST & CREW LIFE SERVICES	
Registration Number:	4862624	CAST & CREW LIFE SERVICES	
Registration Number:	4862626	CAST & CREW LIFE SERVICES	
Serial Number:	86590047	CAST & CREW SURETRACK	
Serial Number:	86590069	CAST & CREW SURETRACK	
Registration Number:	4862629	CAST & CREW OPEN HEALTH	
Registration Number:	4862628	CAST & CREW OPEN HEALTH	
Registration Number:	4899351	CAST & CREW	
Serial Number:	86353087	CINEHUB	
Serial Number:	86079571	ONTIME	
Registration Number:	4089300	CASHFLOW	
Registration Number:	4169895	ONSET	
Registration Number:	4396452	CREWWARE	
Registration Number:	4094119	ONBUDGET	

OP \$1490.00 4862622

Property Type	Number	Word Mark
Registration Number:	1722352	CAST & CREW
Registration Number:	1722351	
Serial Number:	86688781	PAYROLL + SUITE POWERED BY CAST & CREW
Serial Number:	86688731	PAYROLL + SUITE POWERED BY CAST & CREW
Serial Number:	86688606	START+
Registration Number:	4898693	PSL
Registration Number:	4898694	PSL
Serial Number:	86741320	PRODUCTION+
Serial Number:	86741323	PRODUCTION+
Serial Number:	86741335	LIFE FOCUS
Serial Number:	86741340	LIFE FOCUS
Serial Number:	86826081	&.
Serial Number:	86826113	&.
Serial Number:	86826152	&.
Serial Number:	86826169	&.
Serial Number:	86826242	&.
Serial Number:	86826266	&.
Serial Number:	86827222	
Serial Number:	86827255	
Serial Number:	86827292	
Serial Number:	86971689	PRODUCTION SUITE POWERED BY CAST & CREW
Serial Number:	86971711	PRODUCTION SUITE POWERED BY CAST & CREW
Serial Number:	86850914	PSL+
Serial Number:	86850935	PSL+
Serial Number:	86874750	DPO+
Serial Number:	86874760	DPO+
Serial Number:	86874709	HTG+
Serial Number:	86874716	HTG+
Serial Number:	86931828	HOURS+
Serial Number:	87013454	BIG BREAK
Registration Number:	2108793	FINAL DRAFT
Registration Number:	2329223	JUST ADD WORDS
Registration Number:	3291735	FINAL DRAFT
Registration Number:	3502187	
Registration Number:	4278515	FINAL DRAFT READER
Registration Number:	4345935	FINAL DRAFT WRITER
Serial Number:	86127455	SCRIPTNOTES
Registration Number:	4878165	C-PAS

Property Type	Number	Word Mark
Registration Number:	4882331	CAPS C-PAS
Registration Number:	4531573	CAPS ETRAIN
Registration Number:	4531574	CAPS ETRAIN
Registration Number:	4270975	CAPS
Registration Number:	4143752	CAPS PAY
Registration Number:	3879902	LAJIT
Registration Number:	3845552	LAJIT TECHNOLOGIES

CORRESPONDENCE DATA

Fax Number: 8009144240

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.

Phone: 800-713-0755

Email: Michael.Violet@wolterskluwer.com

Correspondent Name: Michael Violet

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Elaine Carrera
SIGNATURE:	/Elaine Carrera/
DATE SIGNED:	08/23/2016

Total Attachments: 10

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SECOND LIEN TRADEMARK SECURITY AGREEMENT (NOTES) dated as of August 19, 2016 (this “Agreement”), among Cast & Crew Payroll, LLC, Cast & Crew Production Software, LLC and Talent Acquisitions, LLC (each, a “Grantor”) and Royal Bank of Canada, as Collateral Agent (in such capacity, the “Collateral Agent”).

Reference is made to (a) the Note Purchase Agreement dated as of the date hereof (as amended, supplemented or otherwise modified from time to time, the “Note Purchase Agreement”), among Cast & Crew Payroll, LLC, a Delaware limited liability company (“Issuer”), the Purchasers named therein and entitled to the benefits thereof and Royal Bank of Canada as Collateral Agent and Intercreditor Representative (b) the Second Lien Collateral Agreement (Notes) dated as of the date hereof (as amended, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among the Issuer, the other grantors from time to time party thereto and Royal Bank of Canada, as Collateral Agent. The Purchasers have agreed to purchase notes from the Issuer subject to the terms and conditions set forth in the Note Purchase Agreement. Each Grantor is an Affiliate of the Issuer and is willing to execute and deliver this Agreement in order to induce the Purchasers to purchase additional Notes and as consideration for Notes previously purchased. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement or the Note Purchase Agreement, as applicable. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Secured Obligations, each Grantor hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest (the “Security Interest”) in all of such Grantor’s right, title and interest in, to and under any Trademarks now owned or at any time hereafter acquired by such Grantor, including those listed on Schedule I (the “Trademark Collateral”).

SECTION 3. Collateral Agreement. The Security Interest granted to the Collateral Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

CAST & CREW PAYROLL, LLC,

By: 
Name: Sally Knutson
Title: Chief Financial Officer

TALENT ACQUISITIONS, LLC,

By: 
Name: Sally Knutson
Title: Chief Financial Officer

SIGNATURE PAGE TRADEMARK SECURITY AGREEMENT

TRADEMARK
REEL: 005862 FRAME: 0545

CAST & CREW PRODUCTION SOFTWARE,
LLC

By: 
Name: Sally Knutson
Title: Chief Financial Officer

ROYAL BANK OF CANADA, as Collateral Agent,

By: _____


Name:

Title:

Susan Khokher
Manager, Agency



Schedule I

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
CAST & CREW LIFE SERVICES	US	86589897 4/7/2015	4862622	Cast & Crew Payroll, LLC
CAST & CREW LIFE SERVICES	US	86589936 4/7/2015	4862624	Cast & Crew Payroll, LLC
CAST & CREW LIFE SERVICES	US	86589957 4/7/2015	4862626	Cast & Crew Payroll, LLC
CAST & CREW SURETRACK	US	86590047 4/7/2015		Cast & Crew Payroll, LLC
CAST & CREW SURETRACK	US	86590069 4/7/2015		Cast & Crew Payroll, LLC
CAST & CREW OPEN HEALTH	US	86590167 4/7/2015	4862629	Cast & Crew Payroll, LLC
CAST & CREW OPEN HEALTH	US	86590152 4/7/2015	4862628	Cast & Crew Payroll, LLC
CAST & CREW	US	86443505 11/3/2014	4899351	Cast & Crew Payroll, LLC
CINEHUB	US	86353087 7/30/2014		Cast & Crew Payroll, LLC
ONTIME	US	86079571 10/1/2013		Cast & Crew Payroll, LLC
CASHFLOW cashFlow	US	85404510 8/23/2011	4089300 1/17/2012	Cast & Crew Payroll, LLC

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
ONSET	US	85008288 4/7/2010	4169895 7/10/2012	Cast & Crew Payroll, LLC
CREWWARE	US	77880790 11/25/2009	4396452 9/3/2013	Cast & Crew Payroll, LLC
ONBUDGET	US	77835476 9/25/2009	4094119 1/31/2012	Cast & Crew Payroll, LLC
CAST & CREW	US	74215299 10/18/1991	1722352 10/6/1992	Cast & Crew Payroll, LLC
DESIGN ONLY 	US	74215298 10/18/1991	1722351 10/6/1992	Cast & Crew Payroll, LLC
PAYROLL + SUITE POWERED BY CAST & CREW	US	86688781 07/09/2015		Cast & Crew Payroll, LLC
PAYROLL + SUITE POWERED BY CAST & CREW	US	86688731 07/09/2015		Cast & Crew Payroll, LLC
START+	US	86688606 07/09/2015		Cast & Crew Payroll, LLC
PSL	US	86698838 07/20/2015	4898693	Cast & Crew Payroll, LLC
PSL	US	86698883 07/20/2015	4898694	Cast & Crew Payroll, LLC
Production+	US	86741320 08/28/2015		Cast & Crew Payroll, LLC

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
Production+	US	86741323 08/28/2015		Cast & Crew Payroll, LLC
Life Focus	US	86741335 08/28/2015		Cast & Crew Payroll, LLC
Life Focus	US	86741340 08/29/2015		Cast & Crew Payroll, LLC
&. (Stylized)	US	86826081 11/19/2015		Cast & Crew Payroll, LLC
&. (Stylized)	US	86826113 11/19/2015		Cast & Crew Payroll, LLC
&. (Stylized)	US	86826152 11/19/2015		Cast & Crew Payroll, LLC
&. (Stylized)	US	86826169 11/19/2015		Cast & Crew Payroll, LLC
&. (Stylized)	US	86826242 11/19/2015		Cast & Crew Payroll, LLC
&. (Stylized)	US	86826266 11/19/2015		Cast & Crew Payroll, LLC
+ (Stylized)	US	86827222 11/20/2015		Cast & Crew Payroll, LLC
+ (Stylized)	US	86827255 11/20/2015		Cast & Crew Payroll, LLC
+ (Stylized)	US	86827292 11/20/2015		Cast & Crew Payroll, LLC
Production+Suite Powered By Cast & Crew (and design)	US	86971689 4/11/2016		Cast & Crew Payroll, LLC
Production+Suite Powered By Cast & Crew (and design)	US	86971711 12/16/2015		Cast & Crew Payroll, LLC
PSL+	US	86850914 12/16/2015		Cast & Crew Payroll, LLC

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
PSL+	US	86850935 12/16/2015		Cast & Crew Payroll, LLC
DPO+	US	86874750 01/13/2016		Cast & Crew Payroll, LLC
DPO+	US	86874760 01/13/2016		Cast & Crew Payroll, LLC
HTG+	US	86874709 01/13/2016		Cast & Crew Payroll, LLC
HTG+	US	86874716 01/13/2016		Cast & Crew Payroll, LLC
Hours+	US	86931828 03/07/2016		Cast & Crew Payroll, LLC
Big Break	US	87013454 04/25/2016		Cast & Crew Payroll, LLC
Final Draft	US	75164282	2108793 10/28/1997	Cast & Crew Production Software, LLC
Just Add Words	US	75664734	2329223 3/14/2000	Cast & Crew Production Software, LLC
Final Draft	US	78663387	3291735 9/11/2007	Cast & Crew Production Software, LLC
Pages (Design Only)	US	77017294	3502187 9/16/2008	Cast & Crew Production Software, LLC
Final Draft Reader	US	85562116	4278515 1/22/2013	Cast & Crew Production Software, LLC
Final Draft Writer	US	85723808	4345935 6/4/2013	Cast & Crew Production Software, LLC
ScriptNotes	US	86127455 11/22/2013		Cast & Crew Production Software, LLC
C-PAS	U.S.	86274770 5/7/2014	4878165 12/29/2015	Talent Acquisitions, LLC dba CAPS
CAPS C-PAS	U.S.	86274775 5/7/2014	4882331 1/5/2016	Talent Acquisitions, LLC dba CAPS

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
CAPS ETRAIN (Stylized) 	U.S.	85620600 5/9/2012	4531573 5/20/2014	Talent Acquisitions, LLC
CAPS ETRAIN	U.S.	85620609 5/9/2012	4531574 5/20/2014	Talent Acquisitions, LLC
CAPS (Stylized) 	U.S.	85538239 2/9/2012	4270975 1/8/2013	Talent Acquisitions, LLC
CAPS PAY	U.S.	85224747 1/24/2011	4143752 5/15/2012	Talent Acquisitions, LLC
LAJIT	U.S.	85013775 4/14/2010	3879902 11/23/2010	Talent Acquisitions, LLC
LAJIT TECHNOLOGIES	U.S.	77090479 1/24/2007	3845552 9/7/2010	Talent Acquisitions, LLC