

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM435323

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VIDEOLOGY, INC.		07/10/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Fast Pay Partners LLC		
Street Address:	8201 Beverly Blvd., Suite 600		
City:	LOS ANGELES		
State/Country:	CALIFORNIA		
Postal Code:	90048		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4229450		
Registration Number:	4112567	VIDEOLOGY	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	trademark@buchalter.com		
Correspondent Name:	Buchalter, A Professional Corporation		
Address Line 1:	1000 Wilshire Blvd., Suite 1500		
Address Line 2:	Attn: Amy Arnelle		
Address Line 4:	LOS ANGELES, CALIFORNIA 90017-2457		
ATTORNEY DOCKET NUMBER:	F1179-2		
NAME OF SUBMITTER:	Amy Arnelle		
SIGNATURE:	/Amy Arnelle/		
DATE SIGNED:	07/17/2017		
Total Attachments: 6			
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

July 10, 2017

VIDEOLOGY, INC., a Delaware corporation (“Debtor”), hereby acknowledges that it has granted to Fast Pay Partners LLC, a Delaware limited liability company, as agent (in such capacity, “Agent”) for the financial institutions party to the Loan Agreement (as defined below) from time to time as lenders (the “Lenders”; together with Agent, each a “Secured Party” and collectively, the “Secured Parties”), a security interest in and to all of such Debtor’s right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor (other than intent to use trademark applications to the extent excluded in the Loan Agreement (as defined below)) which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by such Debtor (the “Trademarks”), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the “Patents”), and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the “Copyrights”), and all actions for infringement concerning each of the foregoing.

Unless and until an Event of Default (as defined in the Loan Agreement) exists, Debtor shall retain the legal and equitable title to the Trademarks, Patents, and Copyrights, and shall have the right to use and register the Trademarks, Patents, and Copyrights, as applicable, in the Ordinary Course of Business of Debtor. The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of July 10, 2017 (the “Loan Agreement”), among Debtor, LucidMedia Networks, Inc., a Delaware corporation (“Lucid”), Collider Media, Inc., a Delaware corporation (“Collider”), Videology Media Technologies, LLC, a Delaware limited liability company (“VMT”; together with Debtor, Lucid, and Collider, each a “Borrower” and collectively, “Borrowers”), the Secured Parties and Tennenbaum Capital Partners, LLC, as documentation agent for the Lenders (in such capacity, “Documentation Agent”), as security for the Obligations under and as set forth in the Loan Agreement and other agreements referred to therein. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Loan Agreement. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Loan Agreement or otherwise.


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[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

DEBTOR:

VIDEOLOGY, INC.

By: 
Name: Scott G. Macleod
Title: President

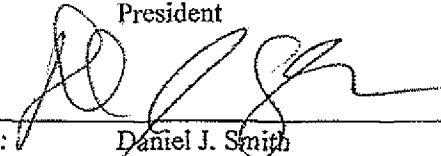
By: 
Name: Daniel J. Smith
Title: Secretary

EXHIBIT A
TRADEMARKS


TRADEMARK	SERIAL NO. / REG. NO.	FILE DATE / REG. DATE
	85555034 / 4229450	02/28/2012 / 10/23/2012
VIDEOLOGY	85094951 / 4112567	07/28/2010 / 03/13/2012

EXHIBIT B
PATENTS

PATENT TITLE	APP. NO. / PATENT NO.	FILE DATE / ISSUE DATE
Method and system for assessing viewing quality of media objects	14586015 / 9525898	12/30/2014 / 12/20/2016
Method and system for assessing viewing quality of media objects	15062535 / 9628835	03/07/2016 / 04/18/2017
List-based advertisement serving	15/264759 / 20170032430	09/14/2016 / 02/02/2017
List-based advertisement serving	13336081 / 20130166389	12/23/2011 / 06/27/2013
Method and system for assessing viewing quality of media objects	15/062869 / 20160191968	03/07/2016 / 06/30/2016
Method and system for assessing viewing quality of media objects	15/062462 / 20160191962	03/07/2016 / 06/30/2016
Method and system for online advertising based on dynamic advertisement placement	14576287 / 20160180409	12/19/2014 / 06/23/2016
Method and system for recommending targeted television programs based on online behavior	14289571 / 20150350706	05/28/2014 / 12/03/2015
Method and system for targeted advertising based on associated online and offline user behaviors	14289550 / 20150348119	05/28/2014 / 12/03/2015

PATENT TITLE	APP. NO. / PATENT NO.	FILE DATE / ISSUE DATE
Method and system for associating discrete user activities on mobile devices	14289559 / 20150348096	05/28/2014 / 12/03/2015
Method and system for advertisement conversion measurement based on associated discrete user activities	14/289564 / 20150348094	05/28/2014 / 12/03/015

EXHIBIT C
COPYRIGHTS

None.

Exhibit C