

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM445048

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cast & Crew Payroll, LLC		09/27/2017	Limited Liability Company: DELAWARE
Cast & Crew Production Software, LLC		09/27/2017	Limited Liability Company: DELAWARE
Talent Acquisitions, LLC		09/27/2017	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Royal Bank of Canada, as Collateral Agent		
<b>Street Address:</b>	20 King Street West, 4th Floor		
<b>Internal Address:</b>	c/o RBC Agency Services Group		
<b>City:</b>	Toronto		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M5H 1C4		
<b>Entity Type:</b>	Bank: CANADA		
<b>PROPERTY NUMBERS Total: 58</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	74215298		
<b>Serial Number:</b>	74215299	CAST & CREW	
<b>Serial Number:</b>	75164282	FINAL DRAFT	
<b>Serial Number:</b>	75664734	JUST ADD WORDS	
<b>Serial Number:</b>	77017294		
<b>Serial Number:</b>	77090479	LAJIT TECHNOLOGIES	
<b>Serial Number:</b>	77835476	ONBUDGET	
<b>Serial Number:</b>	77880790	CREWWARE	
<b>Serial Number:</b>	78663387	FINAL DRAFT	
<b>Serial Number:</b>	85008288	ONSET	
<b>Serial Number:</b>	85013775	LAJIT	
<b>Serial Number:</b>	85224747	CAPS PAY	
<b>Serial Number:</b>	85404510	CASHFLOW	
<b>Serial Number:</b>	85538239	CAPS	

OP \$1465.00 74215298

Property Type	Number	Word Mark
Serial Number:	85562116	FINAL DRAFT READER
Serial Number:	85620600	CAPS ETRAIN
Serial Number:	85620609	CAPS ETRAIN
Serial Number:	85723808	FINAL DRAFT WRITER
Serial Number:	86127455	SCRIPTNOTES
Serial Number:	86274770	C-PAS
Serial Number:	86274775	CAPS C-PAS
Serial Number:	86353087	CINEHUB
Serial Number:	86443505	CAST & CREW
Serial Number:	86589897	CAST & CREW LIFE SERVICES
Serial Number:	86589936	CAST & CREW LIFE SERVICES
Serial Number:	86589957	CAST & CREW LIFE SERVICES
Serial Number:	86590152	CAST & CREW OPEN HEALTH
Serial Number:	86590167	CAST & CREW OPEN HEALTH
Serial Number:	86688606	START+
Serial Number:	86688731	PAYROLL + SUITE POWERED BY CAST & CREW
Serial Number:	86688781	PAYROLL + SUITE POWERED BY CAST & CREW
Serial Number:	86698838	PSL
Serial Number:	86698883	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:	86850914	PSL+
Serial Number:	86850935	PSL+
Serial Number:	86874709	HTG+
Serial Number:	86874716	HTG+
Serial Number:	86874750	DPO+
Serial Number:	86874760	DPO+

Property Type	Number	Word Mark
Serial Number:	86931828	HOURS+
Serial Number:	86971689	PRODUCTION SUITE POWERED BY CAST & CREW
Serial Number:	86971711	PRODUCTION SUITE POWERED BY CAST & CREW
Serial Number:	87013454	BIG BREAK
Serial Number:	87051384	SUM(IT)
Serial Number:	77272493	C PS UNIVERSAL THE STAR OF PAYROLL SERVI

**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: CT Corporation

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:	09/29/2017

**Total Attachments: 9**

source=06. Cast & Crew - Trademark Security Agreement#page1.tif

source=06. Cast & Crew - Trademark Security Agreement#page2.tif

source=06. Cast & Crew - Trademark Security Agreement#page3.tif

source=06. Cast & Crew - Trademark Security Agreement#page4.tif

source=06. Cast & Crew - Trademark Security Agreement#page5.tif

source=06. Cast & Crew - Trademark Security Agreement#page6.tif

source=06. Cast & Crew - Trademark Security Agreement#page7.tif

source=06. Cast & Crew - Trademark Security Agreement#page8.tif

source=06. Cast & Crew - Trademark Security Agreement#page9.tif

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

1. Cast & Crew Payroll, LLC  
2. Cast & Crew Production Software, LLC  
3. Talent Acquisitions, LLC

☐ Individual(s) ☐ Association  
☐ Partnership ☐ Limited Partnership  
☐ Corporation- State: \_\_\_\_\_

☒ Other 1: LLC-DE; 2. LLC-DE; 3. LLC-DE

Citizenship (see guidelines) USA

Additional names of conveying parties attached? ☐ Yes ☒ No

**3. Nature of conveyance/Execution Date(s) :**

Execution Date(s) September 27, 2017

☐ Assignment ☐ Merger  
☒ Security Agreement ☐ Change of Name  
☐ Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Royal Bank of Canada, as Collateral Agent

c/o RBC Agency Services Group,  
Street Address: 20 King Street West, 4<sup>th</sup> Floor

City: Toronto

State: Ontario

Country: Canada Zip: M5H 1C4

☐ Individual(s) Citizenship \_\_\_\_\_

☐ Association Citizenship \_\_\_\_\_

☐ Partnership Citizenship \_\_\_\_\_

☐ Limited Partnership Citizenship \_\_\_\_\_

☐ Corporation Citizenship \_\_\_\_\_

☒ Other Bank Citizenship Canada

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s) Text

See Schedule I

B. Trademark Registration No.(s)

See Schedule I

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: Elaine Carrera, Legal Assistant

Internal Address: \_\_\_\_\_

Street Address: c/o Cahill Gordon & Reindel LLP  
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: \_\_\_\_\_

Email Address: ecarrera@cahill.com

**6. Total number of applications and registrations involved:**

58

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** \_\_\_\_\_

☐ Authorized to be charged to deposit account  
☐ Enclosed

**8. Payment Information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

*Elaine Carrera*  
Signature

September 27, 2017

Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

## EXECUTION VERSION

TRADEMARK SECURITY AGREEMENT dated as of September 27, 2017 (this "Agreement"), among Cast & Crew Payroll, LLC, Cast & Crew Production Software, LLC and Talent Acquisitions, LLC (collectively, the "Grantors") and Royal Bank of Canada, as Collateral Agent (in such capacity, the "Collateral Agent").

Reference is made to (a) the Credit Agreement dated as of September 27, 2017 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Payroll Holdings, LLC, a Delaware limited liability company ("Holdings"), Cast & Crew Payroll, LLC, a Delaware limited liability company (the "Borrower"), the Lenders party thereto and Royal Bank of Canada, as Administrative Agent and Collateral Agent and (b) the Collateral Agreement dated as of September 27, 2017 (as amended, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among the Borrower, the other grantors from time to time party thereto and the Collateral Agent. The Lenders and the Issuing Banks have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. Each Grantor (other than the Borrower) is an Affiliate of the Borrower and each Grantor is willing to execute and deliver this Agreement in order to induce the Lenders to make additional Loans and the Issuing Banks to issue additional Letters of Credit and as consideration for Loans previously made and Letters of Credit previously issued. 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 Credit 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.

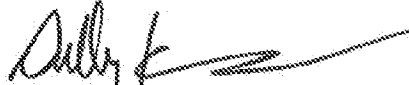
[Remainder of this page intentionally left blank]

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

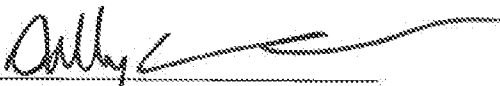
**CAST & CREW PAYROLL, LLC,**

By:   
Name: Sally Knutson  
Title: Chief Financial Officer

**CAST & CREW PRODUCTION SOFTWARE, LLC,**

By:   
Name: Sally Knutson  
Title: Chief Financial Officer

**TALENT ACQUISITIONS, LLC,**

By:   
Name: Sally Knutson  
Title: Chief Financial Officer

ROYAL BANK OF CANADA, as Collateral Agent,

By: 

Name:



Title: Susan, Khokher  
Manager, Agency

SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT



TRADEMARK




REEL: 006164 FRAME: 0550



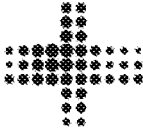
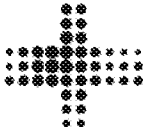
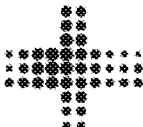
## Schedule I

Mark	Jurisdiction	Serial No./ Filing Date	Registration No./ Registration Date	Status	Current Owner of Record
Design Only 	U.S.	74215298 10/18/1991	1722351 10/6/1992	Registered	Cast & Crew Payroll, LLC
CAST & CREW	U.S.	74215299 10/18/1991	1722352 10/6/1992	Registered	Cast & Crew Payroll, LLC
FINAL DRAFT	U.S.	75164282 9/11/1996	2108793 10/28/1997	Registered	Cast & Crew Production Software, LLC
JUST ADD WORDS	U.S.	75664734 3/22/1999	2329223 3/14/2000	Registered	Cast & Crew Production Software, LLC
Design Only 	U.S.	77017294 10/9/2006	3502187 9/16/2008	Registered	Cast & Crew Production Software, LLC
LAJIT TECHNOLOGIES	U.S.	77090479 1/24/2007	3845552 9/7/2010	Registered	Talent Acquisitions, LLC
ONBUDGET	U.S.	77835476 9/25/2009	4094119 1/31/2012	Registered	Cast & Crew Payroll, LLC
CREWWARE	U.S.	77880790 11/25/2009	4396452 9/3/2013	Registered	Cast & Crew Payroll, LLC
FINAL DRAFT	U.S.	78663387 7/4/2005	3291735 9/11/2007	Registered	Cast & Crew Production Software, LLC
ONSET	U.S.	85008288 4/7/2010	4169895 7/10/2012	Registered	Cast & Crew Payroll, LLC
LAJIT	U.S.	85013775 4/14/2010	3879902 11/23/2010	Registered	Talent Acquisitions, LLC
CAPS PAY	U.S.	85224747 1/24/2011	4143752 5/15/2012	Registered	Talent Acquisitions, LLC
CASHFLOW	U.S.	85404510 8/23/2011	4089300 1/17/2012	Registered Supplemental Register	Cast & Crew Payroll, LLC
CAPS (Stylized)	U.S.	85538239 2/9/2012	4270975 1/8/2013	Registered	Talent Acquisitions, LLC



Mark	Jurisdiction	Serial No./ Filing Date	Registration No./ Registration Date	Status	Current Owner of Record
FINAL DRAFT READER	U.S.	85562116 3/6/2012	4278515 1/22/2013	Registered	Cast & Crew Production Software, LLC
CAPS ETRAIN (Stylized) 	U.S.	85620600 5/9/2012	4531573 5/20/2014	Registered	Talent Acquisitions, LLC
CAPS ETRAIN	U.S.	85620609 5/9/2012	4531574 5/20/2014	Registered	Talent Acquisitions, LLC
FINAL DRAFT WRITER	U.S.	85723808 9/7/2012	4345935 6/4/2013	Registered	Cast & Crew Production Software, LLC
SCRIPTNOTES	U.S.	86127455 11/22/2013	—	Pending Intent to Use	Cast & Crew Production Software, LLC
C-PAS	U.S.	86274770 5/7/2014	4878165 12/29/2015	Registered	Talent Acquisitions, LLC dba CAPS
CAPS C-PAS	U.S.	86274775 5/7/2014	4882331 1/5/2016	Registered	Talent Acquisitions, LLC dba CAPS
CINEHUB	U.S.	86353087 7/30/2014	—	Pending Intent to Use	Cast & Crew Payroll, LLC
CAST & CREW	U.S.	86443505 11/3/2014	4899351 2/9/2016	Registered	Cast & Crew Payroll, LLC
CAST & CREW LIFE SERVICES	U.S.	86589897 4/7/2015	4862622 12/1/2015	Registered	Cast & Crew Payroll, LLC
CAST & CREW LIFE SERVICES	U.S.	86589936 4/7/2015	4862624 12/1/2015	Registered	Cast & Crew Payroll, LLC
CAST & CREW LIFE SERVICES	U.S.	86589957 4/7/2015	4862626 12/1/2015	Registered	Cast & Crew Payroll, LLC
CAST & CREW OPEN HEALTH	U.S.	86590152 4/7/2015	4862628 12/1/2015	Registered	Cast & Crew Payroll, LLC
CAST & CREW OPEN HEALTH	U.S.	86590167 4/7/2015	4862629 12/1/2015	Registered	Cast & Crew Payroll, LLC
START+	U.S.	86688606 7/9/2015	5161928 3/14/2017	Registered	Cast & Crew Payroll, LLC
PAYROLL + SUITE POWERED BY CAST & CREW & Design 	U.S.	86688731 7/9/2015	—	Pending Intent to Use	Cast & Crew Payroll, LLC

Mark	Jurisdiction	Serial No./ Filing Date	Registration No./ Registration Date	Status	Current Owner of Record
PAYROLL + SUITE POWERED BY CAST & CREW & Design 	U.S.	86688781 7/9/2015	—	Pending <b>Intent to Use</b>	Cast & Crew Payroll, LLC
PSL	U.S.	86698838 7/20/2015	4898693 2/9/2016	Registered	Cast & Crew Payroll, LLC
PSL	U.S.	86698883 7/20/2015	4898694 2/9/2016	Registered	Cast & Crew Payroll, LLC
PRODUCTION+	U.S.	86741320 8/28/2015	—	Pending <b>Intent to Use</b>	Cast & Crew Payroll, LLC
PRODUCTION+	U.S.	86741323 8/28/2015	—	Pending <b>Intent to Use</b>	Cast & Crew Payroll, LLC
LIFE FOCUS	U.S.	86741335 8/28/2015	—	Pending <b>Intent to Use</b>	Cast & Crew Payroll, LLC
LIFE FOCUS	U.S.	86741340 8/29/2015	—	Pending <b>Intent to Use</b>	Cast & Crew Payroll, LLC
&. and Design 	U.S.	86826081 11/19/2015	—	Pending <b>Intent to Use</b>	Cast & Crew Payroll, LLC
&. and Design 	U.S.	86826113 11/19/2015	—	Pending <b>Intent to Use</b>	Cast & Crew Payroll, LLC
&.(Stylized) 	U.S.	86826152 11/19/2015	—	Pending <b>Intent to Use</b>	Cast & Crew Payroll, LLC
&. and Design 	U.S.	86826169 11/19/2015	—	Pending <b>Intent to Use</b>	Cast & Crew Payroll, LLC

Mark	Jurisdiction	Serial No./ Filing Date	Registration No./ Registration Date	Status	Current Owner of Record
&.(Stylized) 	U.S.	86826242 11/19/2015	—	Pending Intent to Use	Cast & Crew Payroll, LLC
Design only 	U.S.	86826266 11/19/2015	—	Pending Intent to Use	Cast & Crew Payroll, LLC
Design Only 	U.S.	86827222 11/20/2015	—	Pending Intent to Use	Cast & Crew Payroll, LLC
Design Only 	U.S.	86827255 11/20/2015	—	Pending Intent to Use	Cast & Crew Payroll, LLC
Design Only 	U.S.	86827292 11/20/2015	—	Pending Intent to Use	Cast & Crew Payroll, LLC
PSL+	U.S.	86850914 12/16/2015	—	Pending Intent to Use	Cast & Crew Payroll, LLC
PSL+	U.S.	86850935 12/16/2015	—	Pending Intent to Use	Cast & Crew Payroll, LLC
HTG+	U.S.	86874709 1/13/2016	—	Pending Intent to Use	Cast & Crew Payroll, LLC
HTG+	U.S.	86874716 1/13/2016	—	Pending Intent to Use	Cast & Crew Payroll, LLC
DPO+	U.S.	86874750 1/13/2016	—	Pending Intent to Use	Cast & Crew Payroll, LLC
DPO+	U.S.	86874760 1/13/2016	—	Pending Intent to Use	Cast & Crew Payroll, LLC

Mark	Jurisdiction	Serial No./ Filing Date	Registration No./ Registration Date	Status	Current Owner of Record
HOURS+	U.S.	86931828 3/7/2016	5130415 1/24/2017	Registered	Cast & Crew Payroll, LLC
PRODUCTION SUITE POWERED BY CAST & CREW & Design 	U.S.	86971689 4/11/2016	—	Pending <b>Intent to Use</b>	Cast & Crew Payroll, LLC
PRODUCTION SUITE POWERED BY CAST & CREW (Stylized) 	U.S.	86971711 4/11/2016	—	Pending <b>Intent to Use</b>	Cast & Crew Payroll, LLC
BIG BREAK	U.S.	87013454 4/25/2016	5064367 10/18/2016	Registered	Cast & Crew Payroll, LLC
SUM(IT)	U.S.	87051384 5/26/2016	—	Pending <b>Intent to Use</b>	Talent Acquisitions, LLC dba CAPS
C PS UNIVERSAL THE STAR OF PAYROLL SERVICES	U.S.	77272493 9/5/2007	3558514 1/6/2009	Registered	Talent Acquisitions, LLC