

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM492084

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	GRANT OF SECURITY INTEREST - - TRADEMARKS		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Encompass Digital Media, Inc.		09/28/2018	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cerberus Business Finance Agency, LLC, as collateral agent		
<b>Street Address:</b>	875 Third Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10022		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5263571	ENCOMPASS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2125935955		
<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>	212-756-2132		
<b>Email:</b>	scott.kareff@srz.com		
<b>Correspondent Name:</b>	S. Kareff c/o Schulte Roth & Zabel LLP		
<b>Address Line 1:</b>	919 Third Avenue		
<b>Address Line 2:</b>	19th Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10022		
<b>ATTORNEY DOCKET NUMBER:</b>	014951-1825		
<b>NAME OF SUBMITTER:</b>	Scott Kareff (014951-1825)		
<b>SIGNATURE:</b>	/kc for sk/		
<b>DATE SIGNED:</b>	10/01/2018		
<b>Total Attachments: 3</b>			
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GRANT OF SECURITY INTEREST - - TRADEMARKS

September 28, 2018

WHEREAS, Encompass Digital Media, Inc. (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated September 28, 2018 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Cerberus Business Finance Agency, LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Agent"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Agent for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations 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, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby pledge and grant to the Agent for the benefit of the Agent and the Secured Parties a continuing 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 Agent with respect to the Collateral 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.

IN WITNESS WHEREOF, the Grantor has caused this Grant to be duly executed by its officer thereunto duly authorized as of the date first written above.

**ENCOMPASS DIGITAL MEDIA, INC.**

By:   
Name: John Halpin  
Title: Secretary

[Trademark Security Agreement]

**TRADEMARK**  
**REEL: 006446 FRAME: 0634**

SCHEDULE A TO GRANT OF SECURITY INTEREST

Trademarks and Trademark Applications  
Owned by Encompass Digital Media, Inc.

<u>Company</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
Encompass Digital Media, Inc.	USA	ENCOMPASS	5263571	May 23, 2016	August 15, 2017