# OP \$2590.00 3401771

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM550891

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

## **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
TIVO BRANDS LLC		11/22/2019	Limited Liability Company: DELAWARE
APTIV DIGITAL LLC		11/22/2019	Limited Liability Company: DELAWARE
GEMSTAR DEVELOPMENT		11/22/2019	Limited Liability Company: CALIFORNIA
ROVI DATA SOLUTIONS, INC.		11/22/2019	Corporation: DELAWARE
ROVI GUIDES, INC.		11/22/2019	Corporation: DELAWARE
ROVI SOLUTIONS CORPORATION		11/22/2019	Corporation: DELAWARE
ROVI TECHNOLOGIES CORPORATION		11/22/2019	Corporation: DELAWARE
TIVO SOLUTIONS INC.		11/22/2019	Corporation: DELAWARE
TIVO RESEARCH AND ANALYTICS, INC.		11/22/2019	Corporation: DELAWARE
ROVI CORPORATION		11/22/2019	Corporation: DELAWARE

## **RECEIVING PARTY DATA**

Name:	MORGAN STANLEY SENIOR FUNDING, INC., as Collateral Agent
Street Address:	1300 Thames Street, 4th Floor, Thames St
City:	Baltimore
State/Country:	MARYLAND
Postal Code:	21231
Entity Type:	Corporation: DELAWARE

## **PROPERTY NUMBERS Total: 103**

Property Type	Number	Word Mark
Registration Number:	3401771	
Registration Number:	2996654	
Registration Number:	1899640	C3
Registration Number:	3809540	DIGITALSMITHS
Registration Number:	2379770	DVDIT
Registration Number:	3841500	
		TRADEMARK

900524751 REEL: 006803 FRAME: 0969

Property Type	Number	Word Mark
Registration Number:	4969098	FAN TV
Registration Number:	4969099	FAN TV
Registration Number:	4359351	FANHATTAN
Registration Number:	4396995	A
Registration Number:	3395255	I-GUIDE
Registration Number:	2557972	
Registration Number:	3382751	ISUBSCRIBE
Registration Number:	2526316	
Registration Number:	3680697	MEDIA TRANALYTICS
Registration Number:	4338981	METAFRAME
Registration Number:	3208024	MUZE
Registration Number:	1758885	MUZE
Registration Number:	2614527	MUZEGAMES
Registration Number:	3038607	PASSPORT
Registration Number:	3796417	PASSTIME
Registration Number:	5392350	QUICKMODE
Registration Number:	1598413	RETROSPECT
Registration Number:	4769852	ROAMIO
Registration Number:	5571679	ROAMIO OTA VOX
Registration Number:	4102731	ROVI
Registration Number:	4694434	S
Registration Number:	4856353	SEAMLESS INSIGHT
Registration Number:	3414013	SEASON PASS
Registration Number:	3401774	
Registration Number:	5423935	SKIPMODE
Registration Number:	5466557	SMARTBAR
Registration Number:	3398481	
Registration Number:	3398479	
Registration Number:	3398480	
Registration Number:	4615897	STASH
Registration Number:	4750490	STASH
Registration Number:	2267273	THE ENCYCLOPEDIA OF POPULAR MUSIC
Registration Number:	3875703	THE ENCYCLOPEDIA OF POPULAR MUSIC
Registration Number:	2920968	
Registration Number:	5375658	
Registration Number:	5375657	
Registration Number:	2920969	
Registration Number:	4505168	

Property Type	Number	Word Mark
Registration Number:	3401773	
Registration Number:	3902808	TIVO
Registration Number:	4713517	TIVO
Registration Number:	3821425	TIVO
Registration Number:	3983234	TIVO
Registration Number:	2642755	TIVO
Registration Number:	2423757	TIVO
Registration Number:	3650220	TIVO
Registration Number:	2566471	TIVO
Registration Number:	4979817	TIVO BOLT
Registration Number:	4979818	TIVO BOLT
Registration Number:	4979819	TIVO BOLT
Registration Number:	5499092	TIVO BOLT VOX
Registration Number:	5499093	TIVO BOLT VOX
Registration Number:	5499094	TIVO BOLT VOX
Registration Number:	2436483	TIVO CENTRAL
Registration Number:	4685145	010101000011010010010111001101111
Registration Number:	4498968	010101000011010010010111001101111
Registration Number:	4664194	010101000011010010110111011111
Registration Number:	5499074	TIVO MINI VOX
Registration Number:	5499075	TIVO MINI VOX
Registration Number:	5675897	TIVO MINI VOX
Registration Number:	4820459	TIVO ROAMIO
Registration Number:	3835635	
Registration Number:	3803755	
Registration Number:	3729286	
Registration Number:	3729287	
Registration Number:	3401772	
Registration Number:	5469804	TIVO VOX REMOTE
Registration Number:	4419057	TOTALCODE
Registration Number:	4384565	TOTALGUIDE XD
Registration Number:	4824831	TOTALTV
Registration Number:	4786352	TRA
Registration Number:	5166653	UNIFIED DATA SERVICE
Registration Number:	2262232	VCR PLUS+
Registration Number:	2721527	WEBNOSTICS
Registration Number:	2962274	WISHLIST
Serial Number:	88237100	AEREO

Property Type	Number	Word Mark	<u> </u>
Serial Number:	88237110	AEREO	
Serial Number:	88236050	NEW WAY TO TV	
Serial Number:	88236051	NEW WAY TO TV	
Serial Number:	88236057	NEW WAY TO TV	
Serial Number:	88236082	NEW WAY TO TV	
Serial Number:	88236084	NEW WAY TO TV	
Serial Number:	88366011	POWERED BY TIVO	
Serial Number:	88366021	POWERED BY TIVO	
Serial Number:	88366025	POWERED BY TIVO	
Serial Number:	88193669	TIVO BOLT OTA	
Serial Number:	88298160	TIVO BRIDGE PLUS	
Serial Number:	88508670	TIVO EDGE	
Serial Number:	88508674	TIVO EDGE	
Serial Number:	88508678	TIVO EDGE	
Serial Number:	88620719	TIVO LUX REMOTE	
Serial Number:	87828394		
Serial Number:	87828398		
Serial Number:	87828404		
Serial Number:	87828411	TIVO	
Serial Number:	87828417	TIVO	
Serial Number:	87828420	TIVO	

## **CORRESPONDENCE DATA**

Fax Number:

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:** 800-494-5225

**Email:** ipteam@cogencyglobal.com

Correspondent Name: Stewart Walsh

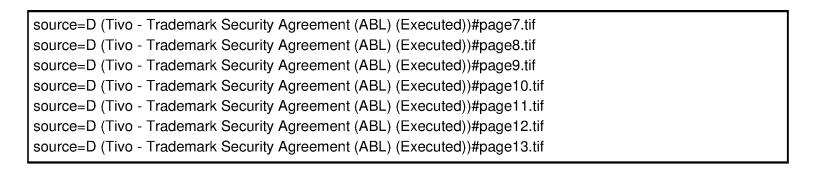
Address Line 1: 1025 Vermont Ave NW, Ste 1130

Address Line 2: COGENCY GLOBAL Inc.
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	1156554 TM D
NAME OF SUBMITTER:	Christian Craft
SIGNATURE:	/Christian Craft/
DATE SIGNED:	11/25/2019

**Total Attachments: 10** 

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## **Trademark Security Agreement**

**Trademark Security Agreement**, dated as of November 22, 2019, by TIVO BRANDS LLC, GEMSTAR DEVELOPMENT LLC, ROVI TECHNOLOGIES CORPORATION, ROVI GUIDES, INC., TIVO SOLUTIONS INC., APTIV DIGITAL LLC, TIVO RESEARCH AND ANALYTICS, INC., ROVI DATA SOLUTIONS, INC., ROVI SOLUTIONS CORPORATION and ROVI CORPORATION (individually, a "Pledgor" and, collectively, the "Pledgors"), in favor of MORGAN STANLEY SENIOR FUNDING, INC., in its capacity as collateral agent pursuant to the ABL Credit Agreement (in such capacity, the "Collateral Agent").

## $\underline{W} \underline{I} \underline{T} \underline{N} \underline{E} \underline{S} \underline{S} \underline{E} \underline{T} \underline{H}$ :

WHEREAS, the Pledgors are party to a Security Agreement of even date herewith (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the ABL Credit Agreement, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. <u>Defined Terms</u>. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. <u>Grant of Security Interest</u>. As collateral security for the payment and performance in full of all the Secured Obligations, each Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto;
- (b) all goodwill associated with such Trademarks;
- (c) Trademark Licenses, pursuant to which a third party is granting rights to any Pledgor, included in the Material Intellectual Property Collateral listed on <u>Schedule I</u> attached hereto; and
  - (d) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of

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this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.

SECTION 4. <u>Termination</u>. Upon Payment in Full and termination of the Security Agreement, or as otherwise provided in <u>Section 11.4</u> of the Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. <u>Counterparts</u>. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

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IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

APTIV DIGITAL LLC
GEMSTAR DEVELOPMENT LLC
ROVI CORPORATION
ROVI DATA SOLUTIONS, INC.
ROVI GUIDES, INC.
ROVI SOLUTIONS CORPORATION
ROVI TECHNOLOGIES CORPORATION
SONIC SOLUTIONS LLC
TIVO BRANDS LLC
TIVO RESEARCH AND ANALYTICS, INC.
TIVO SOLUTIONS INC.,

as Pledgors

By:

Name: Wesley Gutierrez

Title: Treasurer

MORGAN STANLEY SENIOR FUNDING, INC., as Collateral Agent

By:

Name: LISA HANSON

Title: VICE PRESIDENT

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# TRADE NAMES, TRADEMARKS, SERVICES MARKS, TRADEMARK AND SERVICE MARK REGISTRATIONS AND APPLICATIONS FOR TRADEMARK AND SERVICE MARK REGISTRATIONS

Mark	TM Image	Country	Application No.	Application Date	Registration No	Registration Date	Class	Owner	Status
AEREO (re-file)		United States	88/237,100	12/20/2018			38	TiVo Brands LLC	Pending
AEREO (re-file)		United States	88/237,110	12/20/2018			42	TiVo Brands LLC	Pending
Alert Sound Mark		United States	78/768,783	12/7/2005	3,401,771	3/25/2008	41	TiVo Brands LLC	Registered
Ascending Sound Mark		United States	76/587,005	4/16/2004	2,996,654	9/20/2005	41	TiVo Brands LLC	Registered
C3 (STYLIZED)	G.	United States	74/346,745	1/8/1993	1,899,640	6/13/1995	09	Gemstar Development LLC (formerly Gemstar Development Corporation)	Registered
DIGITALSMITHS		United States	77/779,727	7/13/2009	3,809,540	6/29/2010	35, 42	TiVo Brands LLC	Registered
DVDIT		United States	75/844,515	11/9/1999	2,379,770	8/22/2000	09	Rovi Technologies Corporation	Registered
Error Sound Mark		United States	78/782,672	12/29/2005	3,841,500	8/31/2010	41	TiVo Brands LLC	Registered
FAN TV		United States	85/983,302	5/23/2013	4,969,098	5/31/2016	09, 41, 42	Rovi Guides, Inc. (as successor in interest to Fanhattan, Inc.)	Registered
FAN TV & Design	fan <sup>†</sup> īv	United States	85/983,304	5/23/2013	4,969,099	5/31/2016	09, 41, 42	Rovi Guides, Inc. (as successor in interest to Fanhattan, Inc.)	Registered
FANHATTAN & Design	Fashattan	United States	85/979,081	12/15/2011	4,359,351	6/25/2013	42, 45	Rovi Guides, Inc. (as successor in interest to Fanhattan, Inc.)	Registered
Folded A Design (color)		United States	85/533,274	2/3/2012	4,396,995	9/3/2013	38, 39, 41	TiVo Solutions Inc. (formerly TiVo, Inc.)	Registered
I-GUIDE		United States	76/584,072	3/30/2004	3,395,255	3/11/2008	38, 41	Gemstar Development LLC (formerly Gemstar Development Corporation)	Registered

Mark	TM Image	Country	Application	Application	Registration	Registration	Class	Owner	Status
ROAMIO OTA VOX		United States	87/518,805	7/7/2017	5,571,679	9/25/2018	09	TiVo Brands LLC	Registered
ROVI		United States	77/738,530	5/15/2009	4,102,731	2/21/2012	09, 35, 38, 41, 42, 45	Rovi Solutions Corporation	Registered
S Design	K	United States	86/173,744	1/23/2014	4,694,434	3/3/2015	38, 42	Rovi Corporation	Registered
SEAMLESS INSIGHT		United States	86/264,716	4/29/2014	4,856,353	11/17/2015	42	TiVo Brands LLC	Registered
SEASON PASS		United States	77/098,481	2/2/2007	3,414,013	4/22/2008	38, 41	TiVo Brands LLC	Registered
Select Sound Mark		United States	78/769,718	12/8/2005	3,401,774	3/25/2008	41	TiVo Brands LLC	Registered
SKIPMODE		United States	86/889,143	1/28/2016	5,423,935	3/13/2018	09	TiVo Brands LLC	Registered
SMARTBAR		United States	87/620,426	9/25/2017	5,466,557	5/8/2018	42	TiVo Brands LLC	Registered
Speedup 1 Sound Mark		United States	78/815,952	2/15/2006	3,398,481	3/18/2008	41	TiVo Brands LLC	Registered
Speedup 2 Sound Mark		United States	78/815,914	2/15/2006	3,398,479	3/18/2008	41	TiVo Brands LLC	Registered
Speedup 3 Sound Mark		United States	78/815,932	2/15/2006	3,398,480	3/18/2008	41	TiVo Brands LLC	Registered
STASH		United States	85/896,852	4/5/2013	4,615,897	10/7/2014	38, 42	Rovi Corporation	Registered
STASH & Design	istas Siasa	United States	86/173,677	1/23/2014	4,750,490	6/9/2015	38, 42	Rovi Corporation	Registered
THE ENCYCLOPEDIA OF POPULAR MUSIC		United States	75/523,973	7/23/1998	2,267,273	8/3/1999	16	Rovi Data Solutions, Inc.	Registered
THE ENCYCLOPEDIA OF POPULAR MUSIC		United States	77/845,845	10/9/2009	3,875,703	11/16/2010	41	Rovi Data Solutions, Inc.	Registered
Thumbs Down Design	Ç	United States	75/678,032	4/9/1999	2,920,968	1/25/2005	09	TiVo Brands LLC	Registered
Thumbs Down Design (red)		United States	86/626,642	5/12/2015	5,375,658	1/9/2018	09	TiVo Brands LLC	Registered
Thumbs Up Design (green)		United States	86/626,630	5/12/2015	5,375,657	1/9/2018	09	TiVo Brands LLC	Registered
Thumbs Up Design (left palm out)	8	United States	75/681,412	4/13/1999	2,920,969	1/25/2005	09	TiVo Brands LLC	Registered

Mark	TM Image	Country	Application	Application	Registration	Registration	Class	Owner	Status
Thumbs Up Design (right palm out)(Refile)	<b>%</b>	United States	86/043,132	8/20/2013	4,505,168	4/1/2014	09	TiVo Brands LLC	Registered
Thumbs Up Sound Mark		United States	78/769,495	12/8/2005	3,401,773	3/25/2008	41	TiVo Brands LLC	Registered
TIVO		United States	77/888,613	12/8/2009	3,902,808	1/11/2011	35	TiVo Brands LLC	Registered
TIVO		United States	86/129,693	11/26/2013	4,713,517	3/31/2015	35	TiVo Brands LLC	Registered
TIVO		United States	77/888,610	12/8/2009	3,821,425	7/20/2010	38	TiVo Brands LLC	Registered
TIVO		United States	77/888,609	12/8/2009	3,983,234	6/28/2011	41	TiVo Brands LLC	Registered
TIVO		United States	76/359,394	1/15/2002	2,642,755	10/29/2002	25, 28, 35	TiVo Brands LLC	Registered
TIVO		United States	75/493,408	5/29/1998	2,423,757	1/23/2001	09, 35, 38, 41	TiVo Brands LLC	Registered
TIVO & Circle Logo Design	<b>3</b>	United States	77/616,084	11/17/2008	3,650,220	7/7/2009	41	TiVo Brands LLC	Registered
TIVO & Walking TV Design (Old Logo)		United States	1-1022294913		VA1891941			TiVo Brands LLC	Registered
TIVO & Walking TV Design (with shadow)	HØK,	United States	75/841,174	11/4/1999	2,566,471	5/7/2002	09, 35, 38, 41	TiVo Brands LLC	Registered
TIVO BOLT		United States	86/689,862	7/10/2015	4,979,817	6/14/2016	09	TiVo Brands LLC	Registered
TIVO BOLT		United States	86/689,992	7/10/2015	4,979,818	6/14/2016	38	TiVo Brands LLC	Registered
TIVO BOLT		United States	86/689,996	7/10/2015	4,979,819	6/14/2016	41	TiVo Brands LLC	Registered
TIVO BOLT OTA		United States	88/193,669	11/14/2018			09	TiVo Brands LLC	Pending
TIVO BOLT VOX		United States	87/420,682	4/21/2017	5,499,092	6/19/2018	09	TiVo Brands LLC	Registered
TIVO BOLT VOX		United States	87/420,714	4/21/2017	5,499,093	6/19/2018	38	TiVo Brands LLC	Registered
TIVO BOLT VOX		United States	87/420,719	4/21/2017	5,499,094	6/19/2018	41	TiVo Brands LLC	Registered
TIVO BRIDGE PLUS		United States	88/298,160	2/12/2019			09	TiVo Brands LLC	Pending
TIVO CENTRAL		United States	75/774,400	8/12/1999	2,436,483	3/20/2001	41	TiVo Brands LLC	Registered
TiVo Developer Logo		United States	85/741,760	9/28/2012	4,685,145	2/10/2015	09	TiVo Brands LLC	Registered

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Mark	TM Image	Country	Application No.	Application Date	No.	Registration Date	Class	Owner	Status
TiVo Developer Logo		United States	85/741,763	9/28/2012	4,498,968	3/18/2014	38	TiVo Brands LLC	Registered
TiVo Developer Logo		United States	85/741,767	9/28/2012	4,664,194	12/30/2014	42	TiVo Brands LLC	Registered
TIVO EDGE		United States	88/508,670	7/10/2019			09	TiVo Brands LLC	Pending
TIVO EDGE		United States	88/508,674	7/10/2019			38	TiVo Brands LLC	Pending
TIVO EDGE		United States	88/508,678	7/10/2019			41	TiVo Brands LLC	Pending
TIVO LUX REMOTE		United States	88/620,719	9/17/2019			09	TiVo Brands LLC	Pending
TIVO MINI VOX		United States	87/417,077	4/19/2017	5,499,074	6/19/2018	09	TiVo Brands LLC	Registered
TIVO MINI VOX		United States	87/417,087	4/19/2017	5,499,075	6/19/2018	38	TiVo Brands LLC	Registered
TIVO MINI VOX		United States	87/417,093	4/19/2017	5,675,897	2/12/2019	41	TiVo Brands LLC	Registered
TIVO ROAMIO		United States	86/068,208	9/18/2013	4,820,459	9/29/2015	09	TiVo Brands LLC	Registered
TiVo Silhouette Logo Design (new)	HK	United States	87/828,394	3/9/2018			09	TiVo Brands LLC	Pending
TiVo Silhouette Logo Design (new)	HK	United States	87/828,398	3/9/2018			38	TiVo Brands LLC	Pending
TiVo Silhouette Logo Design (new)	HK.	United States	87/828,404	3/9/2018			41	TiVo Brands LLC	Pending
TiVo Silhouette Logo Design (old)	×	United States	77/469,834	5/8/2008	3,835,635	8/17/2010	09	TiVo Brands LLC	Registered
TiVo Silhouette Logo Design (old)	*	United States	77/469,826	5/8/2008	3,803,755	6/15/2010	35	TiVo Brands LLC	Registered
TiVo Silhouette Logo Design (old)	×	United States	77/469,807	5/8/2008	3,729,286	12/22/2009	38	TiVo Brands LLC	Registered

**RECORDED: 11/25/2019**