

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Spring Mill Venture Fund, L.P.		10/13/2010	LIMITED PARTNERSHIP: DELAWARE

**RECEIVING PARTY DATA**

Name:	Cine-Tal Systems, Inc.
Composed Of:	COMPOSED OF corp. organized in DE
Street Address:	8383 Craig Street
Internal Address:	Suite 130
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46250
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	3508657	PHILO
Registration Number:	3334469	CINE'MAGE
Registration Number:	3002779	CINE-TAL
Registration Number:	3631116	DAVIO
Serial Number:	77394950	DAVIO

**CORRESPONDENCE DATA**

Fax Number: (317)237-1000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 3172370300  
 Email: inteas@bakerd.com, louis.perry@bakerd.com,  
 stacy.webb@bakerd.com  
 Correspondent Name: Louis T. Perry  
 Address Line 1: 300 North Meridian Street

**900174434**

**TRADEMARK  
 REEL: 004299 FRAME: 0910**

**CH \$140.00 3508657**

Address Line 2: Suite 2700  
Address Line 4: Indianapolis, INDIANA 46204

NAME OF SUBMITTER:	Louis T. Perry
Signature:	/Louis T. Perry/
Date:	10/20/2010

**Total Attachments: 3**  
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October 13, 2010

Cine-tal Systems, Inc.  
8651 Castle Park Drive  
Indianapolis, IN 46256  
Attention: Robert C. Carroll

Re: Payoff Letter

Ladies and Gentlemen:

Reference is made to those certain secured convertible promissory notes (the "Notes") issued by Cine-tal Systems, Inc. (the "Borrower") pursuant to that certain Securities Purchase Agreement dated as of December 18, 2009, among the Borrower and the "Purchasers" referenced therein (the "Purchase Agreement").

Pursuant to the Purchase Agreement, Spring Mill Venture Fund, L.P. was designated as the "Collateral Agent" and authorized to take all actions contemplated by the Collateral Agreements (as defined in the Purchase Agreement) on behalf of the Purchasers. The Borrower has informed the Collateral Agent that it intends to repay all outstanding loans and other obligations under the Notes in full on or about October 13, 2010, in connection with a Sale of the Company (as defined in the Notes). The Borrower represents that if the Sale of the Company occurs on October 13, 2010, the cash amount due to each Purchaser under the Notes is set forth in the enclosed payment schedule, and the total cash amount due under all of the Notes will be \$948,220.82 (the "Cash Payoff Amount"). Pending the closing of the Sale of the Company, payment of the cash amount due and owing to each Purchaser shall be made by check or by wire transfer of immediately available funds as determined by Borrower and each respective Purchaser.

Upon payment of the entire Cash Payoff Amount, (i) the liens and security interests granted to the Purchasers by the Borrower shall be deemed to have been automatically released and terminated, (ii) all obligations shall be deemed paid in full, released and discharged, all without any further action being required to effectuate the foregoing, (iii) the Borrower or its designee will be authorized to file UCC termination statements in order to evidence the termination of the liens and security interests granted to the Purchasers by the Borrower and the Collateral Agent will execute and deliver such trademark releases, mortgage releases and other documents as the Borrower may reasonably request in order to evidence the termination of the liens and security interests granted to Purchasers by the Borrower and (iv) the Collateral Agent will promptly deliver any collateral in its possession to the Borrower or such other party as the Borrower may direct in writing.

Very truly yours,

SPRING MILL VENTURE FUND, L.P.  
(as Collateral Agent on behalf of the Purchasers)

By: Spring Mill Venture Partners, LLC,  
its General Partner

By: Spring Mill Venture Management, LLC,  
its Manager

By: David O. Mann  
Name: David O. Mann  
Title: managing partner

ACKNOWLEDGED AND AGREED:

CINE-TAL SYSTEMS, INC.

By: [Signature]  
Name: Rob Carroll  
Title: CEO

Interest For Notes Calculated through

10/31/2010

Inv.#	Investor	FY Investor ProRate	Note Principle	Note Interest	Over Profa Benefit	Total Note Value	FY Investor ProRate	Note Dated	Note Principle	Note Interest	Over Profa Benefit	Total Note Value	Grand Total Payment
1	Carroll, Rob	\$ 11,744.60	\$ 17,548.44	1,734.87	\$ 5,903.84	\$ 25,287.15	\$ 4,698.00						\$ 25,287.15
4	Access Technology <sup>(1)</sup>	4,886.59	4,896.59	481.34	-	5,377.93	1,958.00						6,377.93
24	Caldwell, Bob	3,044.91	3,044.91	299.32	-	3,344.23	1,218.00						3,344.23
28	Fricke, Dan	2,008.64	2,008.64	197.55	-	2,207.19	804.00						2,207.19
40	Rella, Richard M	2,588.38	2,588.38	254.44	-	2,842.82	1,036.00						2,842.82
8	Vanneman, Tom	41,877.90	75,000.00	7,372.80	33,322.10	115,684.70	16,872.00	6/3/2010	20,840.00	904.40	4,188.00	25,912.40	141,607.10
17	Spring Mill V. Partners <sup>(2)</sup> (Mann, David)	118,647.46	118,647.46	11,863.21	-	130,310.67	47,488.00	6/9/2010	59,322.50	2,574.43	11,864.50	73,761.43	204,072.10
19	Village Ventures Ptnrs. Fund, L.P. <sup>(2)</sup>	1,156.62	1,156.62	113.70	-	1,270.32	462.00						1,270.32
20	Village Ventures Ptnrs. Fund, L.P. <sup>(2)</sup>	15,273.09	15,273.09	1,501.37	-	16,774.46	6,110.00						16,774.46
21	VVN, LLC <sup>(3)</sup>	9,079.20	10,798.56	1,061.51	1,719.36	13,579.43	3,632.00	6/3/2010	30,000.00	1,301.82	26,388.00	57,668.92	71,249.36
30	Reservoir	84,528.03	84,528.03	8,309.22	-	92,837.25	33,812.00	6/3/2010	42,265.00	1,834.19	8,453.00	52,552.19	145,389.44
12	Steven M. Dauby	14,736.62	14,736.62	1,448.63	-	16,185.25	5,894.00	6/15/2010	5,894.00	232.53	-	6,126.53	22,311.78
9	GSA Investment Co. Inc. (Gary Alletto)	17,325.00	17,325.00	1,703.07	-	19,028.07	6,930.00	5/28/2010	8,682.50	393.02	1,732.50	10,788.02	29,818.09
11	Mark E. Hill	16,104.01	16,104.01	1,583.05	-	17,687.06	6,442.00	6/3/2010	10,000.00	433.97	3,558.00	13,991.97	31,879.03
13	Sean M. O'Conner	14,736.62	14,736.62	1,448.63	-	16,185.25	5,894.00	6/15/2010	5,894.00	232.53	-	6,126.53	22,311.78
7	Richard C. Powell	4,896.59	-	-	-	-	1,958.00	6/2/2010	1,958.00	85.62	-	2,043.62	2,043.62
5	Wood Investment Associates, LP	29,706.15	75,000.00	7,372.80	45,293.85	127,666.45	11,862.00	5/28/2010	14,852.50	673.86	2,970.50	18,496.86	148,163.31
16	Michael Terence Dwyer	3,232.78	-	-	-	-	1,294.00	6/21/2010	1,817.50	60.62	323.50	2,001.62	2,001.62
38	Powell, Richard C. and Nancy G.	7,187.28	-	-	-	-	2,878.00	6/2/2010	2,878.00	125.84	-	3,003.84	3,003.84
25	Fetter, Dick	10,291.86	10,291.86	1,011.70	-	11,303.56	4,824.00	6/15/2010	5,145.00	202.98	1,029.00	6,376.98	17,680.54
27	The Rodriguez Flores Family Trust	12,057.84	12,057.84	1,185.30	-	13,243.14	4,824.00	6/15/2010	5,145.00	202.98	1,029.00	6,376.98	17,680.54
31	Orchard Capital LLC	9,899.99	-	-	-	-	3,966.00	6/3/2010	5,934.00	257.52	1,878.00	8,168.52	8,168.52
32	Londa, Gerald	19,548.62	19,548.62	1,921.86	-	21,470.28	2,070.00	6/1/2010	2,587.50	113.98	517.50	3,218.98	21,470.28
39	J. William Whitaker	5,178.35	5,178.35	508.84	-	5,685.19	2,070.00	6/1/2010	2,587.50	113.98	517.50	3,218.98	8,904.18
		\$ 500,000.00	\$ 520,568.65	\$ 51,172.61	\$ 86,239.15	\$ 657,980.40	\$ 200,000.00		\$ 217,850.50	\$ 9,427.42	\$ 62,962.50	\$ 290,240.42	\$ 948,220.82

Interest Calculated based on # of days outstanding on 366 day year @ 12% interest  
June 2010 Notes are dated day that cash received by Cine-tal Systems, Inc.