

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DELUXE LABORATORIES, INC.		08/10/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A., AS COLLATERAL AGENT		
Street Address:	101 N. TRYON ST.		
City:	CHARLOTTE		
State/Country:	NORTH CAROLINA		
Postal Code:	28255		
Entity Type:	ASSOCIATION: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85526896	DELUXE	
CORRESPONDENCE DATA			
Fax Number:	8668265420		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	301-638-0511		
Email:	ipresearchplus@comcast.net		
Correspondent Name:	IP Research Plus, Inc.		
Address Line 1:	21 Tadcaster Circle		
Address Line 2:	attn: Penelope J.A. Agodoa		
Address Line 4:	Waldorf, MARYLAND 20602		
ATTORNEY DOCKET NUMBER:	38156		
NAME OF SUBMITTER:	Penelope J.A. Agodoa		
Signature:	/pja/		

Date:

09/21/2012

Total Attachments: 10

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PATENT AND TRADEMARK SECURITY
AGREEMENT dated as of August 10, 2012 (this
“Agreement”), between DELUXE LABORATORIES,
INC., A DELAWARE CORPORATION (the “*Grantor*”),
and BANK OF AMERICA, N.A., as collateral agent (in
such capacity, the “*Collateral Agent*”).

Reference is made to (a) the Asset-Based Revolving Credit Agreement dated as of January 3, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the “*ABL Facility Credit Agreement*”), among Deluxe Entertainment Services Group Inc., a Delaware corporation (the “*Company*”), Deluxe Laboratories, Inc., a Delaware corporation (“*Deluxe Labs*”), Deluxe Digital Studios, Inc., a Delaware corporation (“*Deluxe Digital*”), Deluxe Media Creative Services Inc., a California corporation (“*Deluxe Creative*”), Deluxe Media Services LLC, a Delaware limited liability company (“*Deluxe Media*”), Company 3, LLC, a Delaware limited liability company (“*Company 3*”, and together with the Company, Deluxe Labs, Deluxe Digital, Deluxe Creative and Deluxe Media, collectively, the “*Borrowers*”), DX Holdings LLC, a Delaware limited liability company (“*Holdings*”), the Lenders from time to time party thereto, Credit Suisse AG, as administrative agent, and Bank of America, N.A., as collateral agent, and (b) the ABL Guarantee and Collateral Agreement dated as of January 3, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the “*ABL Guarantee and Collateral Agreement*”), among Holdings, the Borrowers, the other Loan Parties from time to time party thereto and Bank of America, N.A., as collateral agent. The Lenders and the Issuing Banks have agreed to extend credit to the Borrowers subject to the terms and conditions set forth in the ABL Facility Credit Agreement. The obligations of the Lenders and the Issuing Banks to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. Holdings and the Subsidiary Guarantors party hereto are Affiliates of the Borrower, will derive substantial benefits from the extension of credit to the Borrowers pursuant to the ABL Facility Credit Agreement and are willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit and the Issuing Banks to issue Letters of Credit. 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 ABL Guarantee and Collateral Agreement. The rules of construction specified in Section 1.01(b) of the ABL Guarantee and 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 in cash of the Secured Obligations, the Grantor pursuant to the ABL Guarantee and Collateral Agreement did, and hereby does, assign and pledge to the Collateral Agent, its successors and permitted assigns, for the ratable benefit of the Secured Parties, a security interest in all of such Grantor’s right, title and interest in, to and under any and all of the following assets now owned or at any time hereafter acquired by such Grantor or in, which such Grantor now has or at any time in

the future may acquire any right, title or interest (collectively, the “*Patent and Trademark Collateral*”):

(i) all letters patent of the United States, all registrations and recordings thereof, and all applications for letters patent of the United States, including registrations, recordings and pending applications in the United States Patent and Trademark Office (or any successor office), including those listed on Schedule I hereto, and all reissues, continuations, divisions, continuations in part, renewals or extensions thereof, and the inventions disclosed or claimed therein, including the right to make, use and/or sell the inventions disclosed or claimed therein; and

(ii) (a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, all registrations thereof, and all registration applications filed in connection therewith, including registrations and registration applications in the PTO or any similar offices in any State of the United States of America, including registrations, recordings and pending applications in the PTO (or any successor office), and all extensions or renewals thereof, including, in the case of any Grantor, any of the foregoing set forth next to its name on Schedule II hereto and (b) all goodwill associated therewith or symbolized thereby, including any rights or interests that reflect or embody such goodwill.

provided, however, that the foregoing pledge assignment and grant of security interest will not cover any applications for any trademarks that have been filed with the PTO on the basis of an “intent-to-use” with respect to such trademarks until an appropriate amendment to allege use or statement of use is filed in and accepted by the PTO.

SECTION 3. *Collateral Agreement.* The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the ABL Guarantee and Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Patent and Trademark Collateral are more fully set forth in the ABL Guarantee and 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 ABL Guarantee and Collateral Agreement, the terms of the ABL Guarantee and Collateral Agreement shall govern.

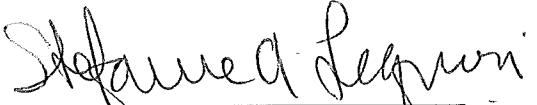
SECTION 4. *Counterparts.* This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Agreement by facsimile or other electronic imaging shall be effective as delivery of a manually executed counterpart of this Agreement.

[Signature Pages Follow]

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

DELUXE LABORATORIES, INC.,

by


Name: Stefanie A. Liquori
Title: SVP

BANK OF AMERICA, N.A., as
Collateral Agent,

by



Name: Matthew R. Van Steenhuyse
Title: Senior Vice President

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SCHEDULE I

Patents Owned by Deluxe Laboratories, Inc.

None.

SCHEDULE II

Trademarks Owned by Deluxe Laboratories, Inc.

MARK	COUNTRY	OWNER	CLASS: GOODS AND/OR SERVICES	APP. NO. APP. DATE	REG. NO. REG. DATE
	USA	Deluxe Laboratories, Inc.	<p>Class 9: Motion picture and television films; digital media, namely, pre-recorded DVDs, HD DVDs, Blu-Ray DVDs, and downloadable audio and video recordings featuring motion picture films, television shows, and video programs;</p> <p>Class 35: Inventory control and computerized tracking and tracing of packages in transit; advertising and marketing of motion pictures, television shows, and advertisements; preparing audio-visual displays in the fields of music, motion pictures, television shows, and advertisements; preparing audio-visual presentations for use in advertising; post-production editing services for video and audio commercials; merchandise packaging; product merchandising; merchandise packaging, namely, packaging music, videos, DVDs, HD DVDs, Blu-Ray DVDs and other recorded, digital, downloadable, and online media; business services, namely, outsourcing in the field of translation services, namely, providing the transfer of information relating to captions and subtitles for audio-visual works; business management of assets in the nature of television programs, motion picture films and commercials, and commercial, industrial and corporate audio-visual media content; arranging and conducting tradeshow exhibitions for commercial or advertising purposes in the fields of entertainment, television, software and video games; organizational services, namely, indexing files representing film, video, audio, picture and document content, for post production industries; display arrangement services of digital files representing film, video, audio, picture and document content, for post production industries; inventory management, namely locating digital files representing film, video, audio, picture and document content, for post production industries; business management services, namely, digital and intellectual property asset management;</p> <p>Class 39: Deposit and transport of cameras, film, video, digital media, data processing and accessories thereto; storage and warehousing of film, digital and video media, and promotional material related to movies, television shows, and advertisements, namely, clothing, posters, and movie, television show, and advertisement cut-outs; electronic storage of digital and video images, digital cinema and sound recordings; storage of motion pictures, television shows, advertisements, digital cinema, DVDs, HD DVDs, Blu-Ray DVDs and other recorded, digital, and online media; rejuvenation services</p>	<p>85/526.896</p> <p>01/27/2012</p>	

MARK	COUNTRY	OWNER	CLASS : GOODS AND/OR SERVICES	APP. NO. APP. DATE	REG. NO. REG. DATE
			<p>for film, tape, DVD, HD DVD, Blu-Ray DVD and other recorded, digital, downloadable, and online media, namely, cleaning of film, tape, DVD, HD DVD, Blu-Ray DVD and other recorded, digital, downloadable, and online media; storage of master video discs, audio tapes, and CD-ROMs of music and images; media management, namely, moving, archiving, and transporting digital files representing film, video, audio, picture and document content, for post production industries; packing articles for transportation; delivery of goods by truck; warehouse storage; and warehousing services;</p> <p>Class 40: Duplication and replication of motion picture films, television shows, advertisements, and video programs on film, videotape, DVDs, HD DVDs, Blu-Ray DVDs and other recorded, digital, downloadable, and online media; digital compression of audio and video data; mastering and duplication of positive and negative motion picture prints to videotape, DVD, HD DVD, Blu-Ray DVD and other recorded, digital, downloadable, and online media; cutting of negatives; rental of printing machines and apparatus for industrial development and printing in the photographic, cinema and television industries; color enhancement of black and white cinematic film; closed captioning of films and videos; digital correction services of videos, and digital video transfer, namely, providing color correction and conversion of motion picture, television, and advertising film to video film; film and any other video media reproduction, namely, remastering of films from one format to another; film and video data digital compression; digital data compression and contract manufacturing in the field of digital versatile discs; duplication of video-tape, DVD, HD DVD, Blu-Ray DVD and other recorded, digital, downloadable, and online media in all professional formats; video services, namely, mastering and duplication of professional video tape, DVD, HD DVD, Blu-Ray DVD, and other recorded, digital, downloadable, and online media formats; providing digital compression of media and digital data; film development services; film to videotape, DVD, HD DVD, Blu-Ray and other recorded, digital, downloadable, and online media transfer services, namely, conversion of motion picture, television, and advertising film to videotape, DVD, HD DVD, Blu-Ray and other recorded, digital, downloadable, and online media; film and other video media back-up services, namely, digital preservation and restoration of cinematic films; printing services for sound, video, and data recordings; processing and printing of motion picture, television and advertising films; conversion of motion picture, television, and advertising film from 2D to 3D;</p> <p>Class 41: Motion picture, television, and advertising film, videotape and digital video laboratory and post-production services, namely, high-resolution scanning of film, digital color timing, laser film recording of digital video and high definition images to film; digital and video mastering services for motion pictures, television shows, and advertisements; digital imaging; digital and electronic manipulation of images for motion pictures, television shows, and advertisements; recording digital images onto</p>		

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			<p>film; video and audio media production, namely, production of video cassettes and DVDs, HD DVDs, Blu-Ray DVDs and other recorded, digital, downloadable, and online media for others; production of visual, optical and digital special effects for others, for television, motion pictures, advertisements, DVDs, HD DVDs, Blu-Ray DVDs and other recorded, digital, downloadable, and online media, namely, digital cinema; audio recording and production; film editing services; electronically producing motion picture, television, and advertising film from videotape, DVD, HD DVD, Blu-Ray DVD and other recorded, digital, downloadable, and online media recordings; producing special visual effects for videotapes, DVDs, HD DVDs, Blu-Ray DVDs and other recorded, digital, downloadable, and online media; production and distribution of motion pictures, television shows, and advertisements; providing voice-overs for videotapes, records, DVDs, HD DVDs, Blu-Ray DVDs and other recorded, digital, downloadable, and online media; consulting services in connection with film production and distribution; production of master video discs, audio tapes, and CD-ROMS of music and images; arranging for distribution or syndication of motion pictures, television shows, and advertisements; distribution services for film, tape, DVDs, HD DVDs, Blu-Ray DVDs and other recorded, digital, downloadable, and online media; video editing services; dubbing services and film editing; video and sound track for cinema, television and advertisements;</p> <p>Class 42: Design and development of computer software; product research and development; hosting the websites of others; website design services for others; digital watermarking; custom packaging services for sound, video, and data recordings; graphic design services for print media in the field of entertainment; DVD menu packaging and design for others; design for others of music, video, DVD, and digital media packaging; quality control for others of the duplication, replication and distribution of digital film and video; content creation services, namely, authoring and development of interactive computer software and media content; design and development of multimedia products, namely, DVD menu design for others; retrieving digital files representing film, video, audio, picture and document content, for post production industries; conversion of data or documents from physical to electronic media; operation of laboratories for the processing of motion picture, television, and advertising films; formatting and conversion of media and digital data; digital conversion of motion picture, television, and advertising films to videotapes, DVDs, HD DVDs, Blu-Ray DVDs and other recorded, digital, and online media; film to tape digital transfer services namely, transferring film to DVDs, HD DVDs, Blu-Ray DVDs and other recorded, digital, downloadable, and online media; authoring services for DVDs, HD DVDs, Blu-Ray DVDs and other recorded, digital, downloadable, and online media;</p> <p>Class 45: Product security consultation services in the motion picture, television, and advertising industries, namely, product authentication, detection of product piracy,</p>		

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			<p>and the recording and tracking of digital data; security printing, namely, encoding of media and digital data for use in tracking the source of unauthorized copies thereof and providing encoding and transcoding of media and digital data; encoding of motion picture, television, and advertising films for use in tracking the source of unauthorized copies thereof; providing content security for recorded media; anti-piracy rights management, namely, product security services in the motion picture, television, and advertising industries; security related technology and services, namely, tracking and tracing services used to secure, track, and trace encoded film against fraud, piracy, and counterfeiting; electronic content protection services; research and development in connection with the illegal downloading and storing of unauthorized digital motion picture, television, and advertising files.</p>		

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