

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Memorandum and Notice to Security Interest in Intellectual Property		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WADIA DIGITAL, LLC		07/03/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF THE WEST, AS AGENT		
Street Address:	300 South Grand Avenue		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1681040	WADIA	
Registration Number:	4149408	A I	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	etsang@buchalter.com		
Correspondent Name:	Evangelline Tsang		
Address Line 1:	1000 Wilshire Boulevard, Suite 1200		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
NAME OF SUBMITTER:	Evangelline Tsang		
Signature:	/Evangelline Tsang/		
Date:	07/03/2013		

Total Attachments: 4

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

July 3, 2013

WADIA DIGITAL, LLC, a Delaware limited liability company (the "Debtor"), whose address is 2 Chambers Street, Binghamton, New York 13903 hereby acknowledge that, pursuant to the Agreement (defined below), they have granted to BANK OF THE WEST, a California corporation, as agent ("Secured Party"), whose address is 300 South Grand Avenue, Los Angeles, California 90071, a security interest in and to all of the Debtors' right, title and interest in and to the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by the Debtors (the "Trademarks"), together with the goodwill and assets of the business to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Security Agreement dated as of July 3, 2013 (the "Agreement"), entered into between Debtor and Secured Party, as security for the obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

* * * * *

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

WADIA DIGITAL, LLC,
a Delaware limited liability company





By: _____

Name: Charles Randall

Title: President

EXHIBIT A

Trademarks

<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Federal Registration No.</u>	<u>Registration Date</u>
 <p>For: Consumer and professional electronic products; namely, digital-to-analog converters, in Class 9.</p>	<p>Truewave, L.L.C. 1556 Woodland Dr. Saline, MI 48176</p>	<p>Registered. Next renewal due March 31, 2022.</p>	<p>1681040</p>	<p>March 31, 1992</p>
<p>DIGIMASTER</p> <p>For: CD players, MP3 players, audio receivers, audio amplifiers, preamplifiers, digital-to-analog converters, electronic docking stations, in Class 9.</p>	<p>Truewave, L.L.C. 1556 Woodland Dr. Saline, MI 48176</p>	<p>Pending. Statement of Use or third extension of time to file Statement of Use due October 17, 2013.</p>		
 <p>For: Consumer and professional electronic products, namely, Digital to analog converters, Compact disc transports in the nature of devices for transporting voice</p>	<p>Truewave, L.L.C. 1556 Woodland Dr. Saline, MI 48176</p>	<p>Registered.</p>	<p>4149408</p>	<p>May 29, 2012</p>

<p>and video communications from compact discs to network infrastructures and communications protocols, Digital turntables, Compact disc players, Analog to digital converters, and Fiber optic transmission systems comprised of a receiver that receives digital information in electrical form, a converter that converts the information to a format that can be transmitted by light laser, a light laser that generates the light pulses, fiber optic cable through which the light is transported, and a receiver in a converter to convert the light pulse into an electrical system</p>				
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