

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM405199

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cinedigm Entertainment Corp.		08/11/2016	Corporation: NEW YORK
RECEIVING PARTY DATA			
Name:	Cortland Capital Market Services LLC, as Collateral Agent		
Street Address:	225 W. Washington Street, 21st Floor		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4710761	DOCURAMA	
Registration Number:	2723312	DOCURAMA	
Registration Number:	3444021	DOCURAMA	
Registration Number:	2761077	EVERYTHING ELSE IS PURE FICTION	
Registration Number:	3932071	FLATIRON FILM COMPANY	
Registration Number:	2733929	NEW VIDEO	
CORRESPONDENCE DATA			
Fax Number:	3125786666		
<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>			
Phone:	3122633600		
Email:	daniel.sylvester@hklaw.com, maureen.drews@hklaw.com		
Correspondent Name:	Daniel T. Sylvester		
Address Line 1:	Holland & Knight LLP		
Address Line 2:	131 S. Dearborn Street, 30th Fl.		
Address Line 4:	Chicago, ILLINOIS 60603		
NAME OF SUBMITTER:	Daniel T. Sylvester		
SIGNATURE:	/Daniel T. Sylvester/		
DATE SIGNED:	11/11/2016		

OP \$165.00 4710761

Total Attachments: 6

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This agreement and the rights and obligations evidenced hereby are subject to the terms and conditions of that certain Intercreditor Agreement, dated as of July 14, 2016 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Intercreditor Agreement”), by and between Société Générale, as First Lien Agent (as defined therein), and Cortland Capital Market Services LLC, as Second Lien Agent (as defined therein). In the event of any conflict between the terms of the Intercreditor Agreement and this agreement, the terms of the Intercreditor Agreement shall control.

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of August 11, 2016 is executed by Cinedigm Entertainment Corp., a New York corporation (the “Grantor”), in favor of Cortland Capital Market Services LLC, as Collateral Agent (in such capacity, the “Collateral Agent”).

A. Pursuant to that certain Second Lien Loan Agreement, dated as of July 14, 2016 (as amended, supplemented, restated or otherwise modified from time to time, the “Credit Agreement”) by and among Cinedigm Corp. (the “Borrower”), the lenders from time to time a party thereto (collectively, the “Lenders”) and Cortland Capital Market Services LLC, solely in its capacity as administrative agent for the Lenders and collateral agent for the Secured Parties (collectively in such capacities, together with its successors and assigns, the “Agent”), the Lenders have agreed to extend certain credit facilities to the Borrower upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office and certain foreign countries (collectively, the “Trademarks”).

C. Pursuant to that certain Security Agreement, dated as of July 14, 2016 (as amended, supplemented, restated or otherwise modified from time to time, the “Security Agreement”), among the Borrower, Grantor, other Obligors signatory thereto, certain Subsidiaries of Borrower and the Collateral Agent, the Grantor has granted to the Collateral Agent (for the ratable benefit of the Secured Parties) a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of past, present or future infringement 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, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Collateral Agent a 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 Collateral Agent with respect to the security interest in the Collateral granted hereby 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.

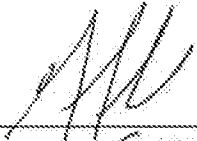
The Collateral Agent's address is:

Cortland Capital Market Services LLC, as Collateral Agent
225 W. Washington Street, 21st Floor
Chicago, IL 60606
Attention: Gina Lettiere and Legal Department
Telephone: (312) 564-5100
Email: gina.lettieri@cortlandglobal.com and
legal@cortlandglobal.com

[Signature Page Follows]

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

CINEDIGM ENTERTAINMENT CORP.

By: 
Name: Gary S. Loffredo
Title: SVP & Secretary

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Mark/Name	App. No./Reg. No.	App. Date	Reg. Date	Owner/Designations	Full Goods/Services	Status/Status Date
<u>DOCURAMA</u> DOCURAMA	RN: 4710761 SN: 86227358	March 20, 2014	March 31, 2015	Cinedigm Entertainment Corp. (New York Corp.) 902 Broadway, 9th Floor New York New York 10010	(Int'l Class: 41) provision of non-downloadable films, shows and movies via a video-on-demand service, featuring, movies, television programs and clips in the fields of comedy, drama, action, variety, adventure, sports, musicals, current events and entertainment news, documentary and animation	Registered March 31, 2015
<u>DOCURAMA</u>	RN: 2723312 SN: 76297101	August 7, 2001	June 10, 2003	Cinedigm Entertainment, Corp. (New York Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 35) online retail stores and wholesale stores featuring videos and dvd's	Renewed June 10, 2013
<u>DOCURAMA</u> DOCURAMA	RN: 3444021 SN: 77188472	May 23, 2007	June 10, 2008	Cinedigm Entertainment, Corp. (New York Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 41) rental of videos and dvd's; motion picture film production for theatrical distribution and publishing of videos and dvd's	Registered 8 & 15 May 22, 2014
<u>EVERYTHIN G ELSE IS PURE FICTION</u>	RN: 2761077 SN: 76405134	May 10, 2002	September 9, 2003	Cinedigm Entertainment, Corp. (New York Corp.) 902 Broadway 9th Floor	(Int'l Class: 35) computerized on-line ordering services featuring dvd's; wholesale ordering services featuring dvd's	Renewed September 9, 2013

				New York New York 10010		
<u>FLATHRON</u> <u>FILM</u> <u>COMPANY</u>	RN: 3932071 SN: 77862410	November 2, 2009	March 15, 2011	Cinedigm Entertainment, Corp. (New York Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 41) motion picture film production; production of television programs	Registered March 15, 2011
<u>NEW VIDEO</u>	RN: 2733929 SN: 76297100	August 7, 2001	July 8, 2003	Cinedigm Entertainment, Corp. (New York Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 35) [online retail stores and wholesale stores featuring videos and dvds] (Int'l Class: 41) rental of videos and dvds; motion picture film production for theatrical distribution; production and distribution of television programs via broadcast and cable networks; and publishing of videos and dvds	Renewed July 8, 2013

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
None		