

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM405203

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cinedigm Corp.		08/11/2016	Corporation: DELAWARE
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:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3934877	CINEDIGM	
Registration Number:	3934870	CINEDIGM	
Registration Number:	3830073	CINELIVE	
Registration Number:	4220565	INDIEDIRECT	
Registration Number:	4118439	TCC	
Registration Number:	4867456	C	
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:	maureen.drews@hklaw.com		
Correspondent Name:	Daniel T. Sylvester		
Address Line 1:	Holland & Knight LLP		
Address Line 2:	131 S. Dearborn Street, 30th Floor		
Address Line 4:	Chicago, ILLINOIS 60603		
NAME OF SUBMITTER:	Daniel T. Sylvester		
SIGNATURE:	/Daniel T. Sylvester/		
DATE SIGNED:	11/11/2016		

OP \$165.00 3934877

Total Attachments: 8

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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 Corp., a Delaware 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 Grantor, 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 Grantor 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 Grantor, other Obligors signatory thereto, certain Subsidiaries of Grantor 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.

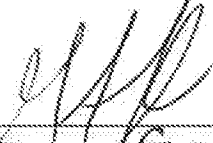
The Collateral Agent's address is:

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.


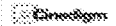

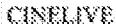
CINEDIGM CORP.

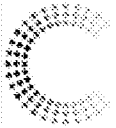
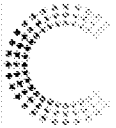
By: 
Name: Gary S. Loffredo
Title: SVP

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Mark/Name	App. No./Reg. No.	App. Date	Reg. Date	Owner/De signations	Full Goods/Services	Status/Status Date
<u>C and Design</u> 	SN: 85923267	May 3, 2013		Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 38) audio, video and multimedia broadcasting via the internet and other communications networks; webcasting services; transmission of messages, data and content via the internet and other communications networks; providing online forums and chat rooms for the transmission of messages, comments and multimedia content among users in the field of general interest via the internet and other communications networks; transmission of electronic media, multimedia content, videos, movies, pictures, images, text, photos, user- generated content, audio content, and information via the internet and other communications networks; streaming of audiovisual and multimedia content via the internet; transmission and delivery of audiovisual and multimedia content via the internet; video-on-demand transmission services	Allowed - Intent to Use 5th Extension of Time Granted June 7, 2016
<u>C and Design</u> 	SN: 85923230	May 3, 2013		Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 09) pre-recorded cds and dvds featuring drama, comedy, action and adventure movies and music; pre-recorded cinematographic film, video cassettes and video discs featuring entertainment in the nature of motion picture productions; computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of digital content	Allowed - Intent to Use 5th Extension of Time Granted May 27, 2016
<u>C and Design</u> 	SN: 85923296	May 3, 2013		Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 42) providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities; providing a website featuring non- downloadable software that enables a community of users to post, search, watch, share, critique, rate, and comment on, videos and other multimedia content via the internet and other communications networks; design and development of computer software	Allowed - Intent to Use 5th Extension of Time Granted June 7, 2016

Mark/Name	App. No./Reg. No.	App. Date	Reg. Date	Owner/Designations	Full Goods/Services	Status/Status Date
<u>C and Design</u> 	SN: 85923280	May 3, 2013		Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 39) storage of electronic media, namely, images, text and audio data	Allowed - Intent to Use 5th Extension of Time Granted June 7, 2016
<u>CINEDIGM and Design</u> 	RN: 3934877 SN: 77626690	December 4, 2008	March 22, 2011	Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 39) storage of electronic media, namely, images, text and audio data (Int'l Class: 41) entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts, and plays by satellite, telephone lines, cable, fiber optics, and the internet; leasing of digital cinema projection systems (Int'l Class: 42) providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities	Registered March 22, 2011
<u>CINEDIGM</u> 	RN: 3934870 SN: 77618952	November 20, 2008	March 22, 2011	Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 39) storage of electronic media, namely, images, text and audio data (Int'l Class: 41) entertainment services, namely, distribution of motion pictures, sporting events, television programming, television short segments featuring news and information about sports, cartoons, concerts, and plays, by satellite, telephone lines, cable, fiber optics, and internet; leasing of digital cinema projection systems (Int'l Class: 42) providing managed technical services, namely, monitoring the telecommunications, digital projection, and computer systems of others for technical purposes and providing back-up computer programs and facilities	Registered March 22, 2011
<u>CINELIVE</u> 	RN: 3830073 SN:	November 19, 2008	August 10, 2010	Cinedigm Corp. (Delaware	(Int'l Class: 41) entertainment in the nature of presentation of live performances by a musical group, live	Registered August 10, 2010

Mark/Name	App. No./Reg. No.	App. Date	Reg. Date	Owner/Designations	Full Goods/Services	Status/Status Date
	77617358			Corp.) 902 Broadway 9th Floor New York New York 10010	sporting events, live show performances	
<u>INDIEDIRECT</u> INDIESRECT	RN: 4220565 SN: 85401202	August 18, 2011	October 9, 2012	Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 35) providing management services in the field of film distribution	Registered October 9, 2012
<u>TCC</u> TCC	RN: 4118439 SN: 85393086	August 9, 2011	March 27, 2012	Cinedigm Corp. (Delaware Corp.) 902 Broadway 9th Floor New York New York 10010	(Int'l Class: 09) computer software in the field of entertainment for the purpose of managing data content and movie files and to assist in the transmission and display of movies	Registered March 27, 2012
<u>C and Design</u> 	RN: 4867456 SN: 85923259	May 3, 2013	December 8, 2015	Cinedigm Digital Cinema Corp. (Delaware Corp.) 902 Broadway New York New York 10010	(Int'l Class: 35) distributorships in the field of pre-recorded video cassettes and audio recordings and dvds; on-line ordering services featuring pre-recorded video cassettes and audio recordings and dvds	Registered December 8, 2015
<u>C and Design</u> 	SN: 85923286	May 3, 2013		Cinedigm Digital Cinema Corp. (Delaware Corp.) 902 Broadway New York New York	(Int'l Class: 41) entertainment services in the nature of providing information on current and future movie offerings via a global computer network; motion picture film production; movie studios; production of video discs for others; television show production; distribution of motion pictures, sporting event television programs, television programs, television short segments featuring news and	Allowed - Intent to Use 3rd Extension of Time Granted December 4, 2015

Mark/Name	App. No./Reg. No.	App. Date	Reg. Date	Owner/De signations	Full Goods/Services	Status/Status Date
				10010	information about sports, cartoons, concerts, and plays, by digital means including satellite, telephone lines, cable, fiber optics, and internet; leasing of digital cinema projection systems; entertainment and educational services, namely, providing temporary use of non-downloadable movies and television shows featuring documentary, comedy, science-fiction, animated, drama, romantic, independent film, foreign films via a video-on-demand service, and providing information, reviews, and recommendations regarding movies and television shows; providing a website featuring non-downloadable television shows, movies and multimedia presentations featuring documentary, comedy, science-fiction, animated, drama, romantic, independent film, foreign films; providing a website featuring entertainment information, reviews, and recommendations regarding television shows, movies, and multimedia content	

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

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