

PATENT ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Execution Date
Pacific Data Images L.L.C.	08/10/2012

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	1111 Fannin Street, Floor 10
City:	Houston
State/Country:	TEXAS
Postal Code:	77002

PROPERTY NUMBERS Total: 20

Property Type	Number
Patent Number:	7348973
Patent Number:	7342580
Patent Number:	7248270
Patent Number:	7969438
Patent Number:	7791606
Patent Number:	7609261
Patent Number:	7568171
Application Number:	12012626
Patent Number:	6326972
Patent Number:	6108011
Patent Number:	5892691
Patent Number:	5767857
Patent Number:	5422986
Application Number:	12196172
Application Number:	12611034

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Application Number:	12705348
Application Number:	12842986
Application Number:	13156213
Application Number:	61587641
Application Number:	61666554

**CORRESPONDENCE DATA**

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**ATTORNEY DOCKET NUMBER:** 509265/1296

**NAME OF SUBMITTER:** Samantha J. Himelman

**Total Attachments: 5**  
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GRANT OF  
SECURITY INTEREST IN PATENT RIGHTS

This GRANT OF SECURITY INTEREST IN PATENT RIGHTS ("Agreement"), effective as of August 10, 2012 is made by Pacific Data Images, L.L.C., a Delaware limited liability company, located at 1000 Flower Street, Glendale, California 91201 (the "Grantor"), in favor of JPMorgan Chase Bank, N.A., a national banking association, as Administrative Agent (the "Administrative Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Credit Agreement, dated as of August 10, 2012 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among DreamWorks Animation SKG, Inc., a Delaware corporation ("DW Animation"), the Lenders, the other parties thereto and the Administrative Agent.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to DW Animation upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, DW Animation, the Grantor and the other grantors party thereto have executed and delivered a Guarantee and Collateral Agreement, dated as of August 10, 2012, in favor of the Administrative Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, DW Animation, the Grantor and the other grantors party thereto pledged and granted to the Administrative Agent for the benefit of the Administrative Agent and the Lenders a continuing security interest in all Intellectual Property, including the Patents; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to DW Animation pursuant to the Credit Agreement, the Grantor agrees, for the benefit of the Administrative Agent and the Lenders, as follows:

Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

Grant of Security Interest. The Grantor hereby pledges and grants a continuing security interest in, and a right of setoff against, and agrees to assign, transfer and convey, upon demand made upon the occurrence and during the continuance of an Event of Default without requiring further action by either party and to be effective upon such demand, all of such

Grantor's right, title and interest in, to and under the Patents (including, without limitation, those items listed on Schedule A hereto) (collectively, the "Collateral"), to the Administrative Agent for the benefit of the Administrative Agent and the Lenders to secure payment, performance and observance of the Obligations; provided, however, that the term "Collateral" shall not include any Excluded Property.

Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

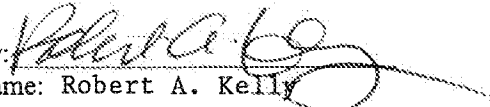
Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Guarantee and Collateral Agreement, the terms of the Guarantee and Collateral Agreement shall govern.

Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

PACIFIC DATA IMAGES L.L.C.

By:   
Name: Robert A. Kelly  
Title: Assistant Secretary

JPMORGAN CHASE BANK, N.A.  
as Administrative Agent for the Lenders

By: \_\_\_\_\_  
Name:  
Title:

*[Signature Page to Patent Security Agreement]*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

PACIFIC DATA IMAGES L.L.C.

By: \_\_\_\_\_  
Name:  
Title:

JPMORGAN CHASE BANK, N.A.  
as Administrative Agent for the Lenders

By:  \_\_\_\_\_  
Name: Carlton A. Singer  
Title: Associate

*[Signature Page to Patent Security Agreement]*

**SCHEDULE A**

<b>Title</b>	<b>App. No./ Reg. No.</b>
Modeling hair using interpolation and clumping in a iterative process	7,348,973
Surface compression based on reference geometry in animation models	7,342,580
Stroke-based posing of three-dimensional models	7,248,270
Soft shadows for cinematic lighting for computer graphics	7,969,438
Goal-directed cloth simulation	7,791,606
Modeling hair using interpolation and clumping in a iterative process	7,609,261
Stroke-based posing of three-dimensional models	7,568,171
Hybrid volume rendering in computer implemented animation	12/012,626
3D stroke-based character modeling suitable for efficiently rendering in large crowds	6,326,972
Shape interpolation for computer-generated geometric models using independent shape parameters for parametric shape interpolation curves	6,108,011
Method, apparatus, and software product for generating weighted deformations for geometric models	5,892,691
Method, apparatus, and software product for generating outlines for raster-based rendered images	5,767,857
Method for generating soft-edge mattes for visual elements of images	5,422,986
Method and apparatus for approximating hair and similar objects during animation	12,196,172
Infinite complexity deep-framebuffer rendering	12,611,034
Lossy compression of high-dynamic range image files	12,705,348
Optimal point density based on camera proximity for point-based global illumination	12,842,986
Coherent out-of-core point-based global illumination	13,156,213
Ishair: importance sampling for hair scattering	61,587,641
Ishair: importance sampling for hair scattering	61,666,554