

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------|----------|----------------|---------------------|
| Cinram International Inc. | | 08/31/2012 | CORPORATION: CANADA |

RECEIVING PARTY DATA

| | |
|--------------------------|--------------------------|
| Name: | Cinram Group, Inc. |
| Street Address: | 2525 East Camelback Road |
| Internal Address: | Suite 850 |
| City: | Phoenix |
| State/Country: | ARIZONA |
| Postal Code: | 85016 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 7

| Property Type | Number | Word Mark |
|----------------|----------|------------------------|
| Serial Number: | 75136887 | CINRAM |
| Serial Number: | 75136880 | CINRAM |
| Serial Number: | 77806166 | CINRAM |
| Serial Number: | 85380853 | CINRAM RETAIL SERVICES |
| Serial Number: | 85095960 | DITAN |
| Serial Number: | 85019318 | GRIP FLIX |
| Serial Number: | 85361516 | VISION |

CORRESPONDENCE DATA

Fax Number: 6027985595
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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 Email: donnellk@ballardspahr.com
 Correspondent Name: Ballard Spahr LLP, Kurt C. Donnell, Esq.

CH \$190.00 75136887

Address Line 1: 1 East Washington Street
Address Line 2: Suite 2300
Address Line 4: Phoenix, ARIZONA 85004-2555

ATTORNEY DOCKET NUMBER: 00136334

NAME OF SUBMITTER: Kurt C. Donnell

Signature: /Kurt C. Donnell/

Date: 08/31/2012

Total Attachments: 2

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Trademark Assignment

In the United States Patent and Trademark Office

WHEREAS, Cinram International Inc., a corporation organized under the *Canada Business Corporations Act*, with offices at 2255 Markham Road, Scarborough, Ontario, M1B 2W3 (the "Assignor"), owns certain trademarks and/or service marks, and applications and/or registrations for such marks, as set forth on Exhibit A attached hereto and incorporated herein by this reference (the "Marks");

WHEREAS, Cinram Group, Inc., a corporation organized under the laws of the State of Delaware formerly known as Cinram Acquisition, Inc., with offices at 2525 East Camelback Road, Suite 850, Phoenix, Arizona 85016 (the "Assignee"), desires to acquire all of the right, title and interest of the Assignor in, to and under the Marks, together with the goodwill of the business symbolized by the Marks; and

WHEREAS, the Assignor and the Assignee have entered into that certain Asset Purchase Agreement, dated June 22, 2012, pursuant to which the Assignor has agreed to transfer to the Assignee, among other things, all right, title and interest in and to the Marks and in and to the registrations and/or applications for the same, and, as a result thereof, the Assignee will be a successor to the business of the Assignor to which the Marks pertain.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by the Assignee to the Assignor, the receipt and sufficiency of which hereby is acknowledged, the Assignor does hereby sell, assign, transfer and convey unto the Assignee its entire right, title and interest in and to the Marks, and to the applications and/or registrations for the Marks (and the right to apply for the foregoing), together with the goodwill of the business symbolized by the Marks and the business of the Assignor to which the Marks pertain, including the right to sue and recover for any past infringement thereof.

IN WITNESS WHEREOF, the Assignor has caused this Trademark Assignment to be duly executed by an authorized officer on this 31 day of August, 2012.

CINRAM INTERNATIONAL INC.

By: 

Name: John H. Bell

Title: Chief Financial Officer

EXHIBIT A

MARKS

| Trademark | Reg. No./Date | App. No./Filed |
|---------------------------|--------------------------------|-------------------------------|
| CINRAM | 2,224,909 February 23, 1999 | 75-136,887 July 19, 1996 |
| CINRAM | 2,224,908 February 23, 1999 | 75-136,880 July 19, 1996 |
| CINRAM & design | 4,078,474 January 3, 2012 | 77-806,166 August 17, 2009 |
| CINRAM RETAIL SERVICES | | 85-380,853 July 26, 2011 |
| DITAN | 4,143,377 May 15, 2012 | 85-095,960 July 29, 2010 |
| GRIP FLIX & DESIGN | 4,046,235 October 25, 2011 | 85-019318 April 21, 2010 |
| VISION & DESIGN | | 85-361,516 July 1, 2011 |