

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM385314

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest recorded at Reel 5451 and Frame 0643		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Morgan Stanley Senior Funding, Inc.		05/19/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	APLPD Bidco, LLC		
Street Address:	13535 Feather Sound Dr.		
City:	Clearwater		
State/Country:	FLORIDA		
Postal Code:	33762		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	APLPD Holdco III, LLC		
Street Address:	13535 Feather Sound Dr.		
City:	Clearwater		
State/Country:	FLORIDA		
Postal Code:	33762		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	Storapod Holding Company, LLC		
Street Address:	13535 Feather Sound Dr.		
City:	Clearwater		
State/Country:	FLORIDA		
Postal Code:	33762		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	Pods Holding, LLC		
Street Address:	13535 Feather Sound Dr.		
City:	Clearwater		
State/Country:	FLORIDA		
Postal Code:	33762		
Entity Type:	Limited Liability Company: FLORIDA		
Name:	Pods, LLC		
Street Address:	13535 Feather Sound Dr.		
City:	Clearwater		

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State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods Enterprises, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Baltimore, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Birmingham, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Carolina, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Chicago, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Cincinnati, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA

TRADEMARK

REEL: 005799 FRAME: 0388

Name:	Pods of Ft. Lauderdale, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Los Angeles, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Louisville, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Memphis, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Miami, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Minnesota, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Mississippi, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater

TRADEMARK

REEL: 005799 FRAME: 0389

State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of New England, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of New Jersey, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of New York, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Pensacola, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Philadelphia, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Portland, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA

TRADEMARK

REEL: 005799 FRAME: 0390

Name:	Pods of San Diego, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of San Francisco, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Seattle, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Southwest Florida, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Tampa Bay, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Pods of Washington, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater
State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: FLORIDA
Name:	Dallas Portable Storage, LLC
Street Address:	13535 Feather Sound Dr.
City:	Clearwater

TRADEMARK

REEL: 005799 FRAME: 0391

State/Country:	FLORIDA
Postal Code:	33762
Entity Type:	Limited Liability Company: TEXAS

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2365848	PODS
Registration Number:	3011459	PODS
Registration Number:	3666828	PODS PORTABLE ON DEMAND STORAGE
Registration Number:	3689446	PODS PORTABLE ON DEMAND STORAGE
Registration Number:	3077552	PODZILLA
Registration Number:	3445140	PORTABLE ON DEMAND STORAGE
Serial Number:	86318814	PODS. MOVING & STORAGE, SOLVED.

CORRESPONDENCE DATA

Fax Number: 2122919868
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.
Phone: 212-558-4229
Email: demarcor@sullcrom.com, nguyenb@sullcrom.com
Correspondent Name: Raffaele A. DeMarco
Address Line 1: 125 Broad Street
Address Line 2: Sullivan & Cromwell LLP
Address Line 4: New York, NEW YORK 10004-2498

NAME OF SUBMITTER:	Raffaele A. DeMarco
SIGNATURE:	/Raffaele A. DeMarco/
DATE SIGNED:	05/23/2016

Total Attachments: 9

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RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

This RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (this “*Release*”) is made as of May 19, 2016 (the “*Effective Date*”) by Morgan Stanley Senior Funding, Inc. as collateral agent under the Security Agreement (as defined below) (“*Agent*”), in favor of the Grantors party to the Second Lien IP Security Agreement (as defined below).

WHEREAS, pursuant to the terms and conditions of that certain Second Lien Intellectual Property Security Agreement dated as of February 2, 2015 (the “*Second Lien IP Security Agreement*”), each entity listed as a Grantor on the signature pages thereto (collectively, the “*Grantors*”) granted Agent for the benefit of the Secured Parties (as defined in the Security Agreement) under the Second Lien Pledge and Security Agreement dated as of February 2, 2015 among the Grantors, the Agent and certain other parties thereto (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “*Security Agreement*”) a security interest in and to, among other things (i) its patents and patent applications listed on Schedule A hereto (the “*Patents*”); (ii) its trademark and service mark registrations and applications listed on Schedule B hereto (the “*Trademarks*”); and (iii) its copyright registrations and applications listed on Schedule C hereto (the “*Copyrights*”);

WHEREAS, the Second Lien IP Security Agreement was recorded with the United States Patent and Trademark Office (“*USPTO*”) against the Patents on February 3, 2015 at reel/frame 034872/0052;

WHEREAS, the Second Lien IP Security Agreement was recorded with the USPTO against the Trademarks on February 3, 2015 at reel/frame 5451/0643;

WHEREAS, the Second Lien IP Security Agreement was recorded with the U.S. Copyright Office against the Copyrights on February 4, 2015; and

WHEREAS, the Agent now desires to terminate the Second Lien IP Security Agreement and release its security interests in and to the Patents, Trademarks and Copyrights.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Agent hereby covenants and agrees as follows:

1. The Agent hereby terminates, releases, and discharges its security interest in the Patents, Trademarks and Copyrights and any and all right, title and interest the Agent may have in or to the Patents, Trademarks or Copyrights shall hereby cease and become void.

2. The Agent hereby acknowledges and agrees that Grantors have completely and timely satisfied their obligations in full, and hereby terminates the Second Lien IP Security Agreement. The Agent hereby confirms Grantors shall have no further obligations of any kind under the Second Lien IP Security Agreement.

3. The Agent hereby authorizes and requests that the Commissioner of the USPTO, the Register of Copyrights and any other applicable government officer record this Release.


4. The Agent agrees to perform all further acts and execute and deliver all further documents and/or instruments as Grantors may reasonably request to carry out the provisions of this Release.

5. This Release shall be governed by, and construed in accordance with the laws of the State of New York and shall be binding upon the Agent's representatives, successors, assigns and transferees.

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IN WITNESS WHEREOF, the Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date.

~~MORGAN STANLEY SENIOR FUNDING, INC.~~
as Agent

By: 

Name: *Barry Price*
Title: *Authorized Signatory*

Schedule A
Patents and Patent Applications

OWNER	COUNTRY	PATENT NO.	ISSUED	TITLE
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	United States	6,071,062	6/6/2000	AN APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	United States	6,155,770	12/5/2000	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	United States	7,811,044	10/12/2010	APPARATUS FOR LIFTING, HANDLING AND TRANSPORTING A CONTAINER
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	Germany	1871641	2/16/2011	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	Ireland	1871641	2/16/2011	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	United Kingdom	1871641	2/16/2011	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	France	1871641	2/16/2011	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Canada	2309295	7/15/2003	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Austria	1259398	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Belgium	1259398	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	France	1259398	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Switzerland	1259398	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Germany	60037454	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Spain	1259398	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	United Kingdom	1259398	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Ireland	1259398	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Italy	1259398	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Mexico	232202	11/16/2005	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Netherlands	1259398	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC	Portugal	1259398	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING

OWNER	COUNTRY	PATENT NO.	ISSUED	TITLE
(f/k/a PODS, Inc.)				A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Sweden	1259398	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Denmark	1259398	12/12/2007	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER
PODS, LLC (f/k/a PODS, Inc.)	Hong Kong	HK1050880	4/11/2008	APPARATUS FOR LIFTING, HANDLING, AND TRANSPORTING A CONTAINER

Schedule B

Trademark and Service Mark Registrations and Applications

GRANTOR	DESCRIPTION OF TRADEMARK/SERVICE MARK	JURISDICTION(S)	REGISTRATION/APPLICATION NUMBER	REGISTRATION DATE
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	1-800-GO-PODS WWW.PODS.COM PORTABLE ON DEMAND STORAGE	Australia	1129934	3/01/2010
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	HIRAPODS	United Kingdom	2267270	9/21/2001
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	POD	Australia	1038265	11/21/2005
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Australia	1076513	5/12/2009
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Australia	1112980	11/5/2008
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Australia	1187990	4/1/2010
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Bahrain	80846	4/8/2010
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Canada	672,471	9/12/2006
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Hong Kong	300440180	6/16/2005
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	India	2238607	Pending Application Filed 11/23/2011
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	India	2238606	Pending Application Filed 11/23/2011
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Kuwait	93364	3/13/2011
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Mexico	1328669	11/20/2012
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Mexico	1328670	11/20/2012
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	New Zealand	731239	12/22/2005
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	New Zealand	748283	9/13/2007

GRANTOR	DESCRIPTION OF TRADEMARK/SERVICE MARK	JURISDICTION(S)	REGISTRATION/APPLICATION NUMBER	REGISTRATION DATE
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Austria Benelux Bulgaria China Croatia Cyprus Czech Republic Denmark Estonia European Union Finland France Germany Greece Georgia Hungary Iceland Ireland Italy Japan Latvia Liechtenstein Lithuania Macedonia Malta Monaco Morocco Norway Poland Portugal Romania Russia Singapore Slovak Republic Slovenia South Korea Spain Sweden Switzerland Turkey Ukraine United Kingdom WIPO	859096	6/8/2005
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Oman	61952	5/13/2011
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Qatar	26500	Pending Application Filed 6/2/2010
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	Saudi Arabia	1293/43	11/17/2011

GRANTOR	DESCRIPTION OF TRADEMARK/SERVICE MARK	JURISDICTION(S)	REGISTRATION/APPLICATION NUMBER	REGISTRATION DATE
Enterprises, Inc.)				
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	United Arab Emirates	161002	12/7/2011
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	United Kingdom	2262137	6/7/2002
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	United States	2,365,848	7/11/2000
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS	United States	3,011,459	11/1/2005
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS (stylized)	Mexico	1357327	3/25/2013
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS (stylized)	Mexico	1361449	4/18/2013
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS PORTABLE ON DEMAND STORAGE	Australia	1111351	6/15/2009
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS PORTABLE ON DEMAND STORAGE	United States	3,666,828	8/11/2009
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS PORTABLE ON DEMAND STORAGE & Design (Color)	United States	3,689,446	9/29/2009
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS PORTABLE ON DEMAND STORAGE and Design (Color)	Canada	721,151	8/18/2008
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODS. MOVING & STORAGE, SOLVED.	United States	86/318,814	Pending Application Filed 6/24/2014
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PODZILLA	United States	3,077,552	4/4/2006
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PORTABLE ON DEMAND STORAGE	United States	3,445,140	6/10/2008
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	PORTABLE ON DEMAND STORAGE and Label in Color	Australia	1114425	7/9/2012
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	RENTAPODS	United Kingdom	2267269	8/30/2002

Schedule C

Copyright Registrations and Applications

OWNER	DESCRIPTION OF COPYRIGHT	REGISTRATION NUMBER	ISSUE DATE
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	"Rental Agreement - Florida"	U.S. Copyright TX-6-008- 452	August 23, 2004
PODS Enterprises, LLC (f/k/a PODS Enterprises, Inc.)	"frmCalendar"	U.S. Copyright TX-5-077- 452	August 27, 1999