

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM720900

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination of Security Interest in Trademarks Recorded at R/F 5975/0554 and 5982/0528

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fifth Third Bank		04/01/2022	Banking Corporation: OHIO

RECEIVING PARTY DATA

Name:	Bentley Mills, Inc.
Street Address:	14641 E. Don Julian Road
City:	City of Industry
State/Country:	CALIFORNIA
Postal Code:	91746
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 90

Property Type	Number	Word Mark
Registration Number:	4618624	AFIRMA
Registration Number:	5032356	ALTITUDE
Registration Number:	5033013	ANARCHY
Registration Number:	5033014	ANTHEM
Registration Number:	4724909	ARCADE LEGEND
Registration Number:	4581207	BENTLEY
Registration Number:	1310199	BENTLEY
Registration Number:	3073401	BENTLEY PRINCE STREET
Registration Number:	5064594	BLACK BOOK
Registration Number:	4667500	BLAZE
Registration Number:	4852356	BUZZ WORTHY
Registration Number:	4769954	CARBON BEACH
Registration Number:	4852543	COHORT
Registration Number:	5032856	COLORCAST
Registration Number:	4581414	DRY LAKE
Registration Number:	3798178	ENCORERC
Registration Number:	4646111	FARRAGO
Registration Number:	4693071	FULFILL
Registration Number:	4769955	GROTTO TRAIL

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TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4937932	HIGH SCORE
Registration Number:	4577062	HITCHHIKER
Registration Number:	4621282	HOLLYWOOD SEQUEL
Registration Number:	4621280	KINGS ROAD
Registration Number:	4937930	MAGNETISM
Registration Number:	4725125	MELROSE DUSK
Registration Number:	4767244	MODERN BLOCK
Registration Number:	4577176	MORRO
Registration Number:	5125868	MOTTO STRIPE
Registration Number:	4942454	MULTIPLAY
Registration Number:	4667498	NEW GOTHAM
Registration Number:	2259160	PRINCE STREET
Registration Number:	4667631	REALLY LATE NIGHT TV
Registration Number:	4732883	ROUGH IDEA
Registration Number:	4581415	SALT CREEK
Registration Number:	4667501	SATELLITE CITY
Registration Number:	4577103	SAVAGE JOURNEY
Registration Number:	5033015	SHAPESHIFTER
Registration Number:	4852527	SIGHT LINE
Registration Number:	4818809	SOHO DAWN
Registration Number:	5033016	SOUNDTRACK
Registration Number:	4842343	SUPERCOMPUTER
Registration Number:	5125869	TAGLINE
Registration Number:	5125870	TAGLINE STRIPE
Registration Number:	4828382	TECH UPD8
Registration Number:	4769867	TROUBADOUR
Registration Number:	4577175	ULURU
Registration Number:	4621281	URBAN SCENE
Registration Number:	5018391	VERTEX
Registration Number:	4769868	WANDERLUST
Registration Number:	6235222	SUITABLE
Registration Number:	6186542	INSITE VISUALIZER
Registration Number:	6206529	TYPECAST
Registration Number:	6038561	MISFIT
Registration Number:	6054610	DOUBLE DOWN
Registration Number:	6043802	DRUMLINE
Registration Number:	6038533	SURE BET
Registration Number:	6108599	ELITEFLEX

Property Type	Number	Word Mark
Registration Number:	5789635	HIMITSU NI
Registration Number:	5997653	DOG EARED
Registration Number:	5997654	CHRONICLE
Registration Number:	5985132	REDACTED
Registration Number:	5997655	DUST JACKET
Registration Number:	5629562	DISCORD
Registration Number:	5704893	REDUX
Registration Number:	5531597	REPOSE
Registration Number:	5531451	BURNISH
Registration Number:	5571439	OUTLIER
Registration Number:	5525665	RITUAL
Registration Number:	5454529	ENDGAME
Registration Number:	5351917	SECCO
Registration Number:	5351918	IMPASTO
Registration Number:	5351919	HIMITSU
Registration Number:	5251881	DISRUPTOR
Registration Number:	5182836	LOST ANGELES
Registration Number:	5183135	HYPERSPACE
Registration Number:	5312569	AFFIXX
Registration Number:	5449326	AFTER DARK
Registration Number:	5449327	NIGHT VISION
Registration Number:	5251882	TELEPORT
Registration Number:	5183136	TIME WARP
Registration Number:	5857782	TRESPASS
Registration Number:	5360624	UNDERGROUND
Registration Number:	6494731	MOMENT
Registration Number:	6494732	MEMORY
Registration Number:	6494733	MOOD
Registration Number:	6450269	PONDER
Serial Number:	90022129	BACKSTAGE
Serial Number:	88914667	ALLEGRO
Serial Number:	88829950	OFF THE CHAIN
Registration Number:	5454528	COIN-OP

CORRESPONDENCE DATA

Fax Number: 3128622200

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: 312.862.2208

Email: rob.soneson@kirkland.com
Correspondent Name: Rob Soneson
Address Line 1: 300 North LaSalle
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER: 48980-4

NAME OF SUBMITTER: Rob Soneson

SIGNATURE: /Rob Soneson/

DATE SIGNED: 04/13/2022

Total Attachments: 7

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TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of April 1, 2022, is made by Fifth Third Bank, as administrative agent for certain secured parties (the "Secured Party").

WHEREAS, pursuant to that certain Security Agreement, dated as of February 1, 2017 (as it may be amended, restated, supplemented, waived or otherwise modified from time to time, the "Security Agreement"), that certain Trademark Security Agreement, dated as of February 1, 2017 (as it may be amended, restated, supplemented, waived or otherwise modified from time to time, the "Trademark Security Agreement"), and that certain Trademark Security Agreement, dated as of December 17, 2021 (as it may be amended, restated, supplemented, waived or otherwise modified from time to time, the "Supplemental Trademark Security Agreement"), and together with the Security Agreement and Trademark Security Agreement, the "Security Agreements") Bentley Mills, Inc. (the "Grantor") has granted to the Secured Party a continuing security interest in certain of the trademarks, trademark applications, and/or trademark licenses owned by Grantor, including those identified on Schedule A attached hereto (collectively, the "Trademarks");

WHEREAS, the security interest granted to the Secured Party in the Trademarks pursuant to the Security Agreement and the Trademark Security Agreement was recorded at the United States Patent and Trademark Office on February 1, 2017 at Reel 5975 and Frame 0554 and on February 2, 2017 at Reel 5982 and Frame 0528; and

WHEREAS, the Secured Party has agreed to terminate and release its security interest in all of such Trademarks, including, without limitation, the Trademarks identified on Schedule A attached hereto.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby agrees as follows:

1. The Secured Party hereby terminates the Security Agreements and terminates and releases all liens and security interests granted to the Secured Party in (i) all of the Grantor's Trademarks, including those referred to on Schedule A attached hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and (ii) all proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for damages by reason of past, present or future infringement or dilution of any Trademark or by reason of injury to the goodwill associated with any Trademark, in each case, together with the right to sue for and collect said damages.

EXECUTION VERSION

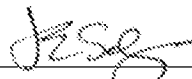
2. The Secured Party hereby terminates, cancels, fully and finally releases, and discharges any other rights with respect to the Trademarks that it may have under the Security Agreements.
3. The Secured Party authorizes and requests that the United States Commissioner of Patents and Trademarks and any other applicable officer in any successor office record this Termination.

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IN WITNESS WHEREOF, the Secured Party has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Secured Party:

FIFTH THIRD BANK, as Administrative Agent

By: 
Name: James E. Schmalz
Title: Senior Vice President

Schedule A
U.S. Trademarks

Registered Marks

<u>Owner</u>	<u>Jurisdiction</u>	<u>Registration Number</u>	<u>Title</u>	<u>Registration/Application Date</u>
Bentley Mills, Inc.	U.S.	4618624	AFIRMA	10/7/2014
Bentley Mills, Inc.	U.S.	5032356	ALTITUDE	8/30/2016
Bentley Mills, Inc.	U.S.	5033013	ANARCHY	8/30/2016
Bentley Mills, Inc.	U.S.	5033014	ANTHEM	8/30/2016
Bentley Mills, Inc.	U.S.	4724909	ARCADE LEGEND	4/21/2015
Bentley Mills, Inc.	U.S.	4581207	BENTLEY	8/5/2014
Bentley Mills, Inc.	U.S.	1310199	BENTLEY	12/18/1984
Bentley Mills, Inc.	U.S.	3073401	BENTLEY PRINCE STREET	3/28/2006
Bentley Mills, Inc.	U.S.	5064594	BLACK BOOK	10/18/2016
Bentley Mills, Inc.	U.S.	4667500	BLAZE	1/6/2015
Bentley Mills, Inc.	U.S.	4852356	BUZZ WORTHY	11/11/2015
Bentley Mills, Inc.	U.S.	4769954	CARBON BEACH	7/7/2015
Bentley Mills, Inc.	U.S.	4852543	COHORT	11/10/15
Bentley Mills, Inc.	U.S.	5032856	COLORCAST	8/30/2016
Bentley Mills, Inc.	U.S.	4581414	DRY LAKE	8/5/2014
Bentley Mills, Inc.	U.S.	3798178	ENCORERC	6/8/2010
Bentley Mills, Inc.	U.S.	4646111	FARRAGO	11/25/2014
Bentley Mills, Inc.	U.S.	4693071	FULFILL	2/24/2015
Bentley Mills, Inc.	U.S.	4769955	GROTTO TRAIL	7/7/2015
Bentley Mills, Inc.	U.S.	4937932	HIGH SCORE	4/12/2016
Bentley Mills, Inc.	U.S.	4577062	HITCHHIKER	7/29/2014

Bentley Mills, Inc.	U.S.	4621282	HOLLYWOOD SEQUEL	10/14/2014
Bentley Mills, Inc.	U.S.	4621280	KINGS ROAD	10/14/2014
Bentley Mills, Inc.	U.S.	4937930	MAGNETISM	4/12/2016
Bentley Mills, Inc.	U.S.	4725125	MELROSE DUSK	4/21/2015
Bentley Mills, Inc.	U.S.	4767244	MODERN BLOCK	7/7/2015
Bentley Mills, Inc.	U.S.	4577176	MORRO	7/29/2014
Bentley Mills, Inc.	U.S.	5125868	MOTTO STRIPE	1/17/2017
Bentley Mills, Inc.	U.S.	4942454	MULTIPLAY	4/19/2016
Bentley Mills, Inc.	U.S.	4667498	NEW GOTHAM	1/6/2015
Bentley Mills, Inc.	U.S.	2259160	PRINCE STREET	7/6/1999
Bentley Mills, Inc.	U.S.	4667631	REALLY LATE NIGHT TV	1/6/2015
Bentley Mills, Inc.	U.S.	4732883	ROUGH IDEA	5/5/2015
Bentley Mills, Inc.	U.S.	4581415	SALT CREEK	8/5/2014
Bentley Mills, Inc.	U.S.	4667501	SATELLITE CITY	1/6/2015
Bentley Mills, Inc.	U.S.	4577103	SAVAGE JOURNEY	7/29/2014
Bentley Mills, Inc.	U.S.	5033015	SHAPESHIFTER	8/30/2015
Bentley Mills, Inc.	U.S.	4852527	SIGHT LINE	11/10/2015
Bentley Mills, Inc.	U.S.	4818809	SOHO DAWN	9/22/2015
Bentley Mills, Inc.	U.S.	5033016	SOUNDTRACK	8/30/2016
Bentley Mills, Inc.	U.S.	4842343	SUPERCOMPUTER	10/27/2015
Bentley Mills, Inc.	U.S.	5125869	TAGLINE	1/17/2017
Bentley Mills, Inc.	U.S.	5125870	TAGLINE STRIPE	1/17/2017
Bentley Mills, Inc.	U.S.	4828382	TECH UPD8	10/6/2015
Bentley Mills, Inc.	U.S.	4769867	TROUBADOUR	7/7/2015
Bentley Mills, Inc.	U.S.	4577175	ULURU	7/29/2014

Bentley Mills, Inc.	U.S.	4621281	URBAN SCENE	10/14/2014
Bentley Mills, Inc.	U.S.	5018391	VERTEX	8/9/2016
Bentley Mills, Inc.	U.S.	4769868	WANDERLUST	7/7/2015
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	6235222	Suitable	12/29/20
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	6186542	Insite Visualizer	10/27/20
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	6206529	Typecast	11/24/20
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	6038561	Misfit	4/21/20
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	6054610	Double Down	5/12/20
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	6043802	Drumline	4/28/20
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	6038533	Sure Bet	4/21/20
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	6108599	Eliteflex	7/21/20
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5789635	Himitsu Ni	6/25/19
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5997653	Dog Eared	2/25/20
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5997654	Chronicle	2/25/20
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5985132	Redacted	2/11/20
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5997655	Dust Jacket	2/25/20
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5629562	Discord	12/11/18
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5704893	Redux	3/19/18
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5531597	Repose	7/31/18
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5531451	Burnish	7/31/18
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5571439	Outlier	9/25/18
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5525665	Ritual	7/24/18
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5454528	Coin-Op	4/24/18
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5454529	Endgame	4/24/18

<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5351917	Secco	12/5/17
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5351918	Impasto	12/5/17
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5351919	Himitsu	12/5/17
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5251881	Disruptor	7/25/17
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5182836	Lost Angeles	4/11/17
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5183135	Hyperspace	4/11/17
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5312569	Affixx	10/17/17
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5449326	After Dark	4/17/18
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5449327	Night Vision	4/17/18
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5251882	Teleport	7/25/17
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5183136	Time Warp	4/11/17
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5857782	Trespass	9/10/19
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	5360624	Underground	12/19/17
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	6494731	Moment	9/21/21
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	6494732	Memory	9/21/21
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	6494733	Mood	9/21/21
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	6450269	Ponder	8/10/21
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	90022129	Backstage	8/10/21
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	88914667	Allegro	8/10/21
<i>Bentley Mills, Inc.</i>	<i>U.S.</i>	88829950	Off the Chain	10/12/21