

900381427 10/14/2016

**TRADEMARK ASSIGNMENT COVER SHEET**

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM401981

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		RELEASE OF SECURITY INTEREST	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Royal Bank of Canada		10/12/2016	Bank: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Vivid Seats LLC		
<b>Street Address:</b>	111 North Canal Street		
<b>Internal Address:</b>	Suite 800		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS <i>Limited Liability Company</i>		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	<del>Corporation</del> DELAWARE		
<b>PROPERTY NUMBERS Total: 11</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3614140	VIVID SEATS	
Serial Number:	86339161	SKYBOX	
Serial Number:	86339197	SKYBOX TICKET RESALE PLATFORM	
Serial Number:	86753919	VIVID SEATS	
Serial Number:	86765885	VIVID VALUES	
Serial Number:	86765894	DON'T JUST SIT THERE. . .	
Serial Number:	86765911	WIN-SURANCE	
Serial Number:	86765964	MORE THAN TICKETS, VIVID SEATS. . .	
Serial Number:	86753886	VS	
Serial Number:	86753898	VIVIDSEATS	
Serial Number:	86814396	SEE MORE. SIT CLOSER.	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2123037064		
<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>			
<b>Phone:</b>	212.318.6824		
<b>Email:</b>	christinedionne@paulhastings.com		
<b>Correspondent Name:</b>	Christine Dionne c/o Paul Hastings LLP		
<b>Address Line 1:</b>	200 Park Avenue		

CH \$290.00 3614140

**Address Line 2:** 28th Floor  
**Address Line 4:** New York, NEW YORK 10166

**ATTORNEY DOCKET NUMBER:** 78436.00197

**NAME OF SUBMITTER:** Christine Dionne

**SIGNATURE:** /Christine Dionne/

**DATE SIGNED:** 10/14/2016

**Total Attachments: 4**

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**RELEASE OF SECURITY INTEREST IN TRADEMARKS**

This **RELEASE OF SECURITY INTEREST IN TRADEMARKS** (this "Release") is dated as of October 12, 2016 by ROYAL BANK OF CANADA, in its capacity as collateral agent for the Lenders (together with any successors and permitted assigns thereto in such capacity, the "Collateral Agent"), in favor of VIVID SEATS LLC, a Delaware limited liability company (the "Grantor"). All capitalized terms used but not otherwise defined herein have the meanings given to them in the Trademark Security Agreement (as defined below).

**WHEREAS**, the Grantor and the Collateral Agent entered into that certain Trademark Security Agreement, dated as of March 1, 2016 (the "Trademark Security Agreement");

**WHEREAS**, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on March 1, 2016 in Reel 5742, Frame 0935;

**WHEREAS**, pursuant to the terms and conditions of the Security Agreement, the Grantor granted to the Collateral Agent, on behalf of and for the ratable benefit of the lenders under the Credit Agreement, a security interest (the "Security Interest") in all of the Grantor's right, title and interest in, to and under the Trademark Collateral, including, without limitation, the United States registered Trademarks and applications for Trademark registration listed on Schedule I attached hereto; and

**WHEREAS**, the Collateral Agent desires to terminate and release the Security Interest in the Trademark Collateral.

**NOW, THEREFORE**, for and in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby agrees as follows:

The Collateral Agent, on behalf of itself and the lenders under the Credit Agreement, hereby terminates, releases and forever discharges the Security Interest in the Trademark Collateral, and retransfers and reassigns to the Grantor, without representation or warranty of any kind, express or implied, free and clear of any claims by Collateral Agent, all right, title or interest of the Collateral Agent in, to or under the Trademark Collateral.

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IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be executed by its duly authorized signatory effective as of the date first above written.

ROYAL BANK OF CANADA,  
as Collateral Agent

By: 

Name:

Title:

Yvonne Brazier  
Manager, Agency

**SCHEDULE I**

**UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS**

Registered Trademarks and service marks:

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>	<b>Registrant</b>
VIVID SEATS	3614140	04/28/2009	Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.)

Applications to register Trademarks and service marks:

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>	<b>Registrant</b>
SKYBOX	86339161	07/16/2014	Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.)
SKYBOX TICKET RESALE PLATFORM	86339197	07/16/2014	Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.)
VIVID SEATS	86753919	09/11/2015	Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.)
VIVID VALUES	86765885	09/23/2015	Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.)
DON'T JUST SIT THERE...	86765894	09/23/2015	Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.)

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>	<b>Registrant</b>
WIN-SURANCE	86765911	09/23/2015	Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.)
MORE THAN TICKETS, VIVID SEATS...	86765964	09/23/2015	Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.)
	86753886	09/11/2015	Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.)
<b>VIVIDSEATS</b>	86753898	09/11/2015	Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.)
	86814396	11/09/2015	Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.)