

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM434413

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RE/MAX, LLC		10/25/2016	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	10 S. Dearborn
Internal Address:	7th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 106

Property Type	Number	Word Mark
Registration Number:	4317992	ABOVE
Registration Number:	4203607	ABOVE
Registration Number:	4146686	ABOVE
Registration Number:	1158371	ABOVE THE CROWD
Registration Number:	2210739	ABOVE THE CROWD
Registration Number:	3149978	RE/MAX ABOVE THE CROWD!
Registration Number:	2202802	ABOVE THE CROWD!
Registration Number:	1691854	
Registration Number:	1720592	
Registration Number:	1900865	
Registration Number:	1902943	
Registration Number:	1902982	
Registration Number:	1908724	
Registration Number:	2599143	CIRCLE OF LEGENDS
Registration Number:	4572106	DREAM WITH YOUR EYES OPEN
Registration Number:	4190554	FOR ALL THE THINGS THAT MOVE YOU
Registration Number:	4986346	FOR SALE
Registration Number:	2913913	HOME OF THE BEST AGENTS

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2932765	HOME OF THE BEST AGENTS
Registration Number:	1702048	FOR SALE
Registration Number:	1595678	IN/MAX
Registration Number:	1685535	IT'S THE EXPERIENCE
Registration Number:	1686707	IT'S THE EXPERIENCE
Registration Number:	3187035	LEADSTREET
Registration Number:	2332269	MAIN STREET. NOT WALL STREET.
Registration Number:	2392921	MAIN STREET. NOT WALL STREET.
Registration Number:	4712435	MOMENTUM
Registration Number:	2029058	OUT IN FRONT
Registration Number:	2850994	OUTSTANDING AGENTS. OUTSTANDING RESULTS.
Registration Number:	2892016	OUTSTANDING AGENTS. OUTSTANDING RESULTS.
Registration Number:	1835687	PMP
Registration Number:	2123603	PMP
Registration Number:	2123602	PMP
Registration Number:	1835688	PMP PREMIER MARKET PRESENCE
Registration Number:	1832885	PREMIER MARKET PRESENCE
Registration Number:	1835686	PREMIER MARKET PRESENCE
Registration Number:	4041120	R4
Registration Number:	1139014	RE/MAX
Registration Number:	1339510	RE/MAX
Registration Number:	2403626	RE/MAX
Registration Number:	3287530	RE/MAX
Registration Number:	3296461	RE/MAX
Registration Number:	4028768	RE/MAX
Registration Number:	4087749	RE/MAX
Registration Number:	5057697	RE/MAX
Registration Number:	5057696	RE/MAX
Registration Number:	2119607	RE/MAX
Registration Number:	4096051	RE/MAX
Registration Number:	4716532	RE/MAX
Registration Number:	4716533	RE/MAX
Registration Number:	4716534	RE/MAX
Registration Number:	4716535	RE/MAX
Registration Number:	2850984	RE/MAX
Registration Number:	2850985	RE/MAX
Registration Number:	1173586	RE/MAX
Registration Number:	1358422	RE/MAX

Property Type	Number	Word Mark
Registration Number:	3287529	RE/MAX
Registration Number:	3338086	RE/MAX
Registration Number:	2719445	RE/MAX
Registration Number:	2789835	RE/MAX
Registration Number:	3553951	RE/MAX COMMERCIAL
Registration Number:	3556795	RE/MAX COMMERCIAL
Registration Number:	3700138	RE/MAX GREEN
Registration Number:	2477193	RE/MAX MAINSTREET
Registration Number:	2702731	RE/MAX RACING FOR LIFE
Registration Number:	2748981	RE/MAX RACING FOR LIFE
Registration Number:	2789837	RE/MAX RACING FOR LIFE
Registration Number:	2789836	RE/MAX RACING FOR LIFE
Registration Number:	3488117	RE/MAX UNIVERSITY
Registration Number:	3488118	RE/MAX UNIVERSITY
Registration Number:	3925304	RE/MAX UNIVERSITY
Registration Number:	2652511	RE/MAX. OUTSTANDING AGENTS. OUTSTANDING
Registration Number:	2694587	RE/MAX. OUTSTANDING AGENTS. OUTSTANDING
Registration Number:	2866778	RE/MAX. OUTSTANDING AGENTS. OUTSTANDIN
Registration Number:	2054698	REMAX
Registration Number:	2106387	REMAX
Registration Number:	2850996	REMAX.COM
Registration Number:	1785864	STARS
Registration Number:	1824637	
Registration Number:	1740233	STARS SHARING TRAVEL ADVENTURE REFERRALS
Registration Number:	1596780	TAKE A STEP ABOVE THE CROWD
Registration Number:	5001759	THAT'S THE SIGN OF A RE/MAX AGENT
Registration Number:	2837297	THE BEST JUST KEEP GETTING BETTER
Registration Number:	2138940	THE HOMETOWN EXPERTS WITH A WORLD OF EXP
Registration Number:	2158579	THE HOMETOWN EXPERTS WITH A WORLD OF EXP
Registration Number:	3860032	THE MORE YOU LEARN, THE MORE YOU EARN.
Registration Number:	4023497	THE MORE YOU LEARN, THE MORE YOU EARN.
Registration Number:	3389527	THE RE/MAX COLLECTION
Registration Number:	3525605	RE/MAX THE RE/MAX COLLECTION
Registration Number:	4716485	RE/MAX THE RE/MAX COLLECTION
Registration Number:	4712102	RE/MAX THE RE/MAX COLLECTION
Registration Number:	4712103	RE/MAX THE RE/MAX COLLECTION
Registration Number:	2541819	THE REAL ESTATE LEADERS
Registration Number:	2545288	THE REAL ESTATE LEADERS

Property Type	Number	Word Mark
Registration Number:	2596614	THE REAL ESTATE LEADERS
Registration Number:	2603342	RE/MAX THE REAL ESTATE LEADERS
Registration Number:	1496127	THE REAL ESTATE SUPERSTARS
Registration Number:	1839074	THE SIGN THAT BRINGS YOU HOME
Registration Number:	3488520	THE SIGN YOU WANT. THE AGENT YOU NEED.
Registration Number:	1685530	WHEN YOU GET THE FACTS...IT'S RE/MAX!
Registration Number:	3623006	WHERE DO YOU WANT TO BE?
Registration Number:	2029059	OUT IN FRONT
Registration Number:	3187472	LEAD STREET
Serial Number:	87035376	MAX/CENTER
Serial Number:	86547269	RE/MAX
Serial Number:	86547281	RE/MAX

CORRESPONDENCE DATA

Fax Number: 2124552502

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) 455-3222

Email: jnull@stblaw.com

Correspondent Name: Alexander Raytman

Address Line 1: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER: 509265/1492

NAME OF SUBMITTER: J. Jason Mull

SIGNATURE: /J. Jason Mull/

DATE SIGNED: 07/10/2017

Total Attachments: 7

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GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (“Agreement”), effective as of October 25, 2016 is made by RE/MAX, LLC, a Delaware limited liability company, located at 5075 S. Syracuse St., Denver, CO 80218 (the “Grantor”), in favor of JPMorgan Chase Bank, N.A., a national banking association, with an address at 10 S. Dearborn, 7th Floor, Chicago, IL 60603, as Administrative Agent (the “Agent”) for the several banks and other financial institutions (the “Lenders”), parties to the Credit Agreement, dated as of July 31, 2013 (as amended and restated as of December 15, 2016 and as the same may be amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), among RMCO, LLC, the Grantor, the Lenders, and the 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 the Grantor upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Grantor and certain affiliates of the Grantor have executed and delivered a Guarantee and Collateral Agreement, dated as of July 31, 2013 in favor of the Agent (as amended and restated as of December 15, 2016, 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, the Grantor has pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks; 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, the Grantor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. 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.

SECTION 2 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 the Grantor’s right, title and interest in, to and under the Trademarks included in the Collateral (including, without limitation, those items listed on Schedule A hereto) (collectively, the “Trademark Collateral”), to the Agent for the benefit of the Agent and the Lenders to secure payment, performance and observance of the Obligations.

SECTION 3. 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.


SECTION 4. 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 Trademark 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.

SECTION 5. 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. Signature pages follow.]

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.

THE GRANTOR
RE/MAX, LLC

By: 

Name: Karri Callahan

Title: Chief Financial Officer

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006102 FRAME: 0105

THE AGENT
JPMORGAN CHASE BANK, N.A.

By: Karl Thomasma

Name: Karl Thomasma

Title: Senior Underwriter

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006102 FRAME: 0106

Schedule A

U.S. FEDERAL TRADEMARK APPLICATIONS & REGISTRATIONS

MARK	CLASS	FILED	SERIAL	REG. No.	REG'd
ABOVE	09	09/23/11	85/430,894	4,317,992	04/09/13
ABOVE	41	09/23/11	85/430,895	4,203,607	09/04/12
ABOVE	16	10/11/11	85/444,734	4,146,686	05/22/12
ABOVE THE CROWD	36	08/29/79	73/229,403	1,158,371	06/23/81
ABOVE THE CROWD	35	09/25/97	75/362,886	2,210,739	12/15/98
ABOVE THE CROWD & Balloon Design (vertical)	36	05/09/05	78/625,778	3,149,978	09/26/06
ABOVE THE CROWD (stylized)	36	09/03/97	75/351,190	2,202,802	11/10/98
Balloon & Bar Design (b&w)	35, 36	11/15/89	73/839,631	1,691,854	06/09/92
Balloon & Bar Design (color, tilted)	35, 36	11/15/89	73/839,632	1,720,592	09/29/92
Balloon Design (b&w, without text)	36	11/18/93	74/459,509	1,900,865	06/20/95
Balloon Design (b&w, without text)	35	11/18/93	74/459,510	1,902,943	07/04/95
Balloon Design (color, tilted, without text)	36	11/18/93	74/459,511	1,902,982	07/04/95
Balloon Design (color, tilted, without text)	35	11/18/93	74/459,508	1,908,724	08/01/95
CIRCLE OF LEGENDS	41	11/27/00	76/170,910	2,599,143	07/23/02
DREAM WITH YOUR EYES OPEN	36	12/20/13	86/149,459	4,572,106	07/22/14
FOR ALL THE THINGS THAT MOVE YOU	36	01/02/12	85/507,138	4,190,554	08/14/12
FOR SALE & Bar Design (color)	35, 36	02/13/15	86/534,928	4,986,346	06/28/16
HOME OF THE BEST AGENTS	36	06/20/03	78/265,354	2,913,913	12/21/04
HOME OF THE BEST AGENTS	35	06/20/03	78/265,338	2,932,765	03/15/05
Horizontal Bar Design (color)	35, 36	11/15/89	73/839,624	1,702,048	07/21/92
IN/MAX	36	07/14/88	73/739,776	1,595,678	05/08/90
IT'S THE EXPERIENCE	35	10/09/90	74/104,405	1,685,535	05/05/92
IT'S THE EXPERIENCE	36	10/09/90	74/103,976	1,686,707	05/12/92
LEADSTREET	35, 42	02/09/06	78/811,408	3,187,035	12/19/06
MAIN STREET. NOT WALL STREET.	36	03/23/99	75/668,356	2,332,269	03/21/00
MAIN STREET. NOT WALL STREET.	35	03/23/99	75/666,074	2,392,921	10/10/00
MAX/CENTER	35, 36, 41, 42	05/12/16	87/035,376	pending	
MOMENTUM	41	08/19/14	86/370,749	4,712,435	03/31/15
OUT IN FRONT	36	09/02/92	74/309,949	2,029,058	01/07/97
OUTSTANDING AGENTS. OUTSTANDING RESULTS.	36	06/26/03	78/267,422	2,850,994	06/08/04
OUTSTANDING AGENTS. OUTSTANDING RESULTS.	35	06/25/03	78/266,851	2,892,016	10/05/04
PMP	36	07/19/93	74/414,347	1,835,687	05/10/94
PMP & Bar Design (color)	35	12/11/96	75/211,546	2,123,603	12/23/97
PMP & Bar Design (color)	36	12/11/96	75/211,544	2,123,602	10/23/07
PMP PREMIER MARKET PRESENCE & Bar Design (color, short)	36	07/19/93	74/414,348	1,835,688	05/10/94
PREMIER MARKET PRESENCE	35	07/19/93	74/414,343	1,832,885	04/26/94
PREMIER MARKET PRESENCE	36	07/19/93	74/414,346	1,835,686	05/10/94
R4	35, 41	02/17/11	85/244,831	4,041,120	10/18/11
RE/MAX	35, 36	01/21/77	73/113,283	1,139,014	08/26/80
RE/MAX	36	11/26/84	73/510,503	1,339,510	06/04/85
RE/MAX	36	05/24/99	75/712,611	2,403,626	11/14/00
RE/MAX	35	11/17/06	77/046,914	3,287,530	09/04/07
RE/MAX	36	11/17/06	77/046,919	3,296,461	09/25/07
RE/MAX	41	02/25/11	85/252,210	4,028,768	09/20/11
RE/MAX	25	06/13/11	85/344,976	4,087,749	01/17/12
RE/MAX	09	02/26/15	86/547,269	pending	
RE/MAX	18	11/12/15	86/817,848	5,057,697	10/11/16

MARK	CLASS	FILED	SERIAL	REG. No.	REG'd
RE/MAX (stylized)	09	02/26/15	86/547,281	pending	
RE/MAX (stylized)	18	11/12/15	86/817,829	5,057,696	10/11/16
RE/MAX (stylized)	35, 36	11/15/96	75/198,750	2,119,607	12/09/97
RE/MAX (stylized)	25	06/13/11	85/344,997	4,096,051	02/07/12
RE/MAX (stylized, color)	25	10/24/14	86/434,443	4,716,532	04/07/15
RE/MAX (stylized, color)	35	10/24/14	86/434,448	4,716,533	04/07/15
RE/MAX (stylized, color)	36	10/24/14	86/434,452	4,716,534	04/07/15
RE/MAX (stylized, color)	41	10/24/14	86/434,454	4,716,535	04/07/15
RE/MAX Balloon Design (b&w, vertical)	35	06/24/03	78/266,559	2,850,984	06/08/04
RE/MAX Balloon Design (b&w, vertical)	36	06/24/03	78/266,597	2,850,985	06/08/04
RE/MAX Balloon Design (color, tilted)	35, 36	06/09/80	73/265,471	1,173,586	10/13/81
RE/MAX Balloon Design (color, tilted)	36	11/20/84	73/509,722	1,358,422	09/03/85
RE/MAX Balloon Design (color, vertical)	35	11/17/06	77/046,907	3,287,529	09/04/07
RE/MAX Balloon Design (color, vertical)	36	11/17/06	77/046,927	3,338,086	11/20/07
RE/MAX Balloon Design over Ribbon	35	06/21/02	78/137,666	2,719,445	05/27/03
RE/MAX Balloon Design over Ribbon	36	06/21/02	78/137,793	2,789,835	12/02/03
RE/MAX COMMERCIAL	35, 36	05/15/08	77/475,876	3,553,951	12/30/08
RE/MAX COMMERCIAL & Design	35, 36	05/15/08	77/475,844	3,556,795	01/06/09
RE/MAX Green & Design	36	10/13/08	77/591,472	3,700,138	10/20/09
RE/MAX MAINSTREET	36, 38	05/24/99	75/742,900	2,477,193	08/14/01
RE/MAX RACING FOR LIFE	35	06/21/02	78/137,740	2,702,731	04/01/03
RE/MAX RACING FOR LIFE	36	06/21/02	78/137,781	2,748,981	08/05/03
RE/MAX RACING FOR LIFE & Design	35	06/21/02	78/137,810	2,789,837	12/02/03
RE/MAX RACING FOR LIFE & Design	36	06/21/02	78/137,804	2,789,836	12/02/03
RE/MAX UNIVERSITY	09	01/16/08	77/373,241	3,488,117	08/19/08
RE/MAX UNIVERSITY	41	01/16/08	77/373,254	3,488,118	08/19/08
RE/MAX UNIVERSITY	38	07/08/10	85/080,822	3,925,304	03/01/11
RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS.	36	11/06/00	76/159,599	2,652,511	11/19/02
RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS.	35	11/06/00	76/159,549	2,694,587	03/11/03
RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS. & Design	36	06/26/03	78/267,608	2,866,778	07/27/04
REMAX	35	03/07/96	75/068,927	2,054,698	04/22/97
REMAX	36	03/07/96	75/068,799	2,106,387	10/21/97
REMAX.COM	35	06/26/03	78/267,662	2,850,996	06/08/04
STARS	39	11/07/91	74/219,534	1,785,864	08/03/93
Stars Design	39	11/07/91	74/219,536	1,824,637	03/01/94
STARS SHARING TRAVEL ADVENTURE REFERRALS SUCCESS & Design	39	11/07/91	74/219,535	1,740,233	12/15/92
TAKE A STEP ABOVE THE CROWD	36	02/22/89	73/782,238	1,596,780	05/15/90
THAT'S THE SIGN OF A RE/MAX AGENT	35, 36	09/03/15	86/747,420	5,001,759	07/19/16
THE BEST JUST KEEP GETTING BETTER	36	07/25/02	78/147,330	2,837,297	04/27/04
THE HOMETOWN EXPERTS WITH A WORLD OF EXPERIENCE	36	03/04/97	75/251,326	2,138,940	02/24/98
THE HOMETOWN EXPERTS WITH A WORLD OF EXPERIENCE	35	03/04/97	75/251,327	2,158,579	05/19/98
THE MORE YOU LEARN, THE MORE YOU EARN.	38, 41	03/01/10	77/946,910	3,860,032	10/12/10
THE MORE YOU LEARN, THE MORE YOU EARN.	9	03/09/10	77/954,860	4,023,497	09/06/11
THE RE/MAX COLLECTION	36	12/26/06	77/071,304	3,389,527	02/26/08
THE RE/MAX COLLECTION & Design (special shape, b&w balloon)	36	03/14/08	77/421,998	3,525,605	10/28/08

MARK	CLASS	FILED	SERIAL	REG. No.	REG'd
THE RE/MAX COLLECTION & Design (special shape, color balloon)	36	10/02/14	86/413,516	4,716,485	04/07/15
THE RE/MAX COLLECTION & Design (rectangular, b&w balloon)	36	08/13/14	86/365,271	4,712,102	03/31/15
THE RE/MAX COLLECTION & Design (rectangular, color balloon)	36	08/13/14	86/365,283	4,712,103	03/31/15
THE REAL ESTATE LEADERS	35	08/27/97	75/348,092	2,541,819	02/19/02
THE REAL ESTATE LEADERS	36	08/27/97	75/348,191	2,545,288	03/05/02
THE REAL ESTATE LEADERS & Design	36	08/12/99	75/774,332	2,596,614	07/23/02
THE REAL ESTATE LEADERS & Design	35	08/12/99	75/774,485	2,603,342	08/06/02
THE REAL ESTATE SUPERSTARS	36	08/24/87	73/680,341	1,496,127	07/12/88
THE SIGN THAT BRINGS YOU HOME	36	11/09/92	74/329,294	1,839,074	06/07/94
THE SIGN YOU WANT. THE AGENT YOU NEED.	36	02/13/08	77/395,497	3,488,520	08/19/08
WHEN YOU GET THE FACTS. . . IT'S RE/MAX!	35	07/30/90	74/083,266	1,685,530	05/05/92
WHERE DO YOU WANT TO BE?	35, 36	12/04/08	77/626,599	3,623,006	05/19/09
OUT IN FRONT			74309950	2,029,059	
LEAD STREET			78909309	3,187,472	