

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM436715

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Goldman Sachs Bank USA, as Collateral Agent		07/26/2017	Bank: UNITED STATES
RECEIVING PARTY DATA			
Name:	RYAN, LLC		
Street Address:	13155 Noel Road		
Internal Address:	Suite 100, Three Galleria Tower		
City:	DALLAS		
State/Country:	TEXAS		
Postal Code:	75240		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 25			
Property Type	Number	Word Mark	
Serial Number:	86119810	ROLE REALITY	
Serial Number:	85872714	RYAN PTS	
Serial Number:	85425333	RYAN ONLINE	
Registration Number:	2870665	AMERICA'S STATE & LOCAL TAX ADVISORS	
Registration Number:	2999317	AN ADVANCED U.S. MULTI-STATE USE TAX DEC	
Registration Number:	3647445	CIMS	
Registration Number:	3659623	CREDITS AND INCENTIVES MANAGEMENT SYSTEM	
Registration Number:	3538022	INNOVATIVE SOLUTIONS TO TAXING PROBLEMS.	
Registration Number:	4739583	ITAC	
Registration Number:	3055096	NEVER PAY MORE THAN YOU OWE	
Registration Number:	4182001	RYAN	
Registration Number:	3534879	RYAN	
Registration Number:	4251313	RYAN EANALYTICS	
Registration Number:	4392456	RYAN ECAPTURE	
Registration Number:	3706022	RYAN EEXTRACT	
Registration Number:	3803621	RYAN EREVIEW	
Registration Number:	3534878	RYAN INNOVATIVE SOLUTIONS TO TAXING PROB	
Registration Number:	3672262	RYAN PAC	
TRADEMARK			

CH \$640.00 86119810

Property Type	Number	Word Mark
Registration Number:	4418355	RYAN TAARP
Registration Number:	3491984	RYAN TAX GATEWAY
Registration Number:	2935740	RYANCO.COM
Registration Number:	4545007	RYAN T-RX
Registration Number:	3022666	TAXDECISIONERP
Registration Number:	4094008	TAXDIRECT
Registration Number:	3075622	TRACKER

CORRESPONDENCE DATA

Fax Number: 2147455390

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: 214-745-5226

Email: AWALKER@WINSTEAD.COM

Correspondent Name: Andrea Walker, Winstead PC

Address Line 1: P. O. Box 131851

Address Line 4: DALLAS, TEXAS 75313-1851

ATTORNEY DOCKET NUMBER:	25690-852reltmsiRyanLLC
NAME OF SUBMITTER:	ANDREA WALKER
SIGNATURE:	/Andrea Walker/
DATE SIGNED:	07/26/2017

Total Attachments: 5

source=25690-852 Ryan Payoff - 7-26-2017 Release of Trademark Security Interest [Execution Version]#page1.tif

source=25690-852 Ryan Payoff - 7-26-2017 Release of Trademark Security Interest [Execution Version]#page2.tif

source=25690-852 Ryan Payoff - 7-26-2017 Release of Trademark Security Interest [Execution Version]#page3.tif

source=25690-852 Ryan Payoff - 7-26-2017 Release of Trademark Security Interest [Execution Version]#page4.tif

source=25690-852 Ryan Payoff - 7-26-2017 Release of Trademark Security Interest [Execution Version]#page5.tif

RELEASE OF TRADEMARK SECURITY INTEREST, dated as of July 26, 2017 (this “**Release**”), by GOLDMAN SACHS BANK USA (“**Goldman Sachs**”), as Collateral Agent (the “**Collateral Agent**”). Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit and Guaranty Agreement or the Pledge and Security Agreement, as applicable, referred to below.

Reference is made to (i) the Credit and Guaranty Agreement dated as of August 7, 2015, as supplemented by the Counterparty Agreement dated as of January 23, 2017 (as further amended, supplemented or otherwise modified from time to time prior to the date hereof, the “**Credit Agreement**”), among RYAN, LLC (the “**Borrower**”), certain subsidiaries of the Borrower party thereto, the Lenders party thereto and Goldman Sachs Bank USA, as administrative agent and collateral agent, (ii) the Pledge and Security Agreement dated as of August 7, 2015, as supplemented by Supplement No. 1 dated as of January 23, 2017 (as further amended, supplemented or otherwise modified from time to time, the “**Pledge and Security Agreement**”), among the Borrower, the other Grantors party thereto from time to time and the Collateral Agent and (iii) the Trademark Security Agreement dated as of August 7, 2015, among the Borrower and the Collateral Agent (the “**Trademark Security Agreement**” and, together with the Pledge and Security Agreement, the “**Security Agreements**”).

WHEREAS, pursuant to the Credit Agreement and the Security Agreements, the Borrower has granted security interests to the Collateral Agent, its successors and assigns, for the ratable benefit of the Secured Parties in, among other things, the trademarks and the trademark applications of the Borrower set forth on Schedule I hereto (the “**Trademarks**”), which security interests were recorded with the United States Patent & Trademark Office on August 7, 2015 at Reel/Frame 5595/0861.

WHEREAS, in connection with the repayment of all Indebtedness and the termination of all Commitments under the Credit Agreement, and the release of security interests under the Credit Documents, the Borrower has informed the Collateral Agent of its desire to obtain the release of all right, title and interest of the Collateral Agent, for the benefit of Secured Parties and each other grantee or beneficiary, in and to the Trademarks granted under the Security Agreements.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent does hereby release, cancel, relinquish and discharge any and all security interests it has against the Trademarks and reassigns all right, title and interest it has in and to the Trademarks to the Borrower. The Collateral Agent agrees to make filings with the United States Patent and Trademark Office and take further actions, in each case as reasonably requested by the Borrower and at the sole expense of the Borrower, to evidence the release and termination of the Collateral Agent’s security interests in the Trademarks. The execution and delivery of this Release and any further documents and the performance of any actions by the Collateral Agent are made without representation or warranty by, or recourse to, the Collateral Agent or any other Secured Party.

THIS RELEASE SHALL BE GOVERNED BY AND CONSTRUED IN

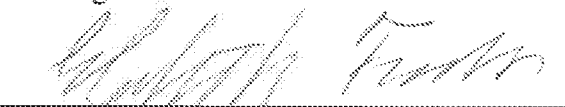
ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK AND SHALL BE
BINDING UPON THE BORROWER'S AND THE COLLATERAL AGENT'S
REPRESENTATIVES, SUCCESSORS, ASSIGNS AND TRANSFEREES.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the Collateral Agent has duly executed this Release as of the day and year first above written.

GOLDMAN SACHS BANK USA,
as Collateral Agent

by



Name:

Title:

Elizabeth Fischer
Authorized Signatory

[Signature Page to Release of Trademark Security Interest]

[[3664873]]

Schedule I

Trademark Registrations and Applications

Trademarks

Registered Owner	Mark	Country	Application No.	Registration No.	Registration Date	Expiration Date
Ryan, LLC	America's State & Local Tax Advisors	United States	76/459557	2,870,665	August 3, 2004	August 3, 2024
Ryan, LLC	An Advanced U.S. Multi-State Use Tax Decision Automation Solution	United States	76/603,600	2,999,317	September 20, 2005	September 20, 2015
Ryan, LLC	CIMS	United States	77/633,806	3,647,445	June 30, 2009	June 30, 2019
Ryan, LLC	Credits and Incentives Management System	United States	77/633,810	3,659,623	July 21, 2009	July 21, 2019
Ryan, LLC	Innovative Solutions to Taxing Problems	United States	77/223,670	3,538,022	November 25, 2008	November 25, 2018
Ryan, LLC	ITAC	United States	85/884,184	4,739,583	May 19, 2015	May 19, 2025
Ryan, LLC	Never Pay More Than You Owe - CANCELLED	United States	78565899	3,055,096	January 31, 2006	January 31, 2016
Ryan, LLC	Ryan	United States	85/347,074	4,182,001	July 31, 2012	July 31, 2022
Ryan, LLC	Ryan and Design	United States	7723712	3,534,879	November 18, 2008	November 18, 2018
Ryan, LLC	Ryan eAnalytics	United States	85/458,744	4,251,313	November 27, 2012	November 27, 2022
Ryan, LLC	Ryan eCapture	United States	77/648,588	4,392,456	August 27, 2013	August 27, 2023
Ryan, LLC	Ryan eExtract	United States	77/371,936	3,706,022	November 3, 2009	November 3, 2019
Ryan, LLC	Ryan eReview	United States	77/352,325	3,803,621	June 15, 2010	June 15, 2025
Ryan, LLC	Ryan Innovative Solutions to Taxing Problems (and Design)	United States	77/223,688	3,534,878	November 18, 2008	November 18, 2018
Ryan, LLC	Ryan PAC and Design	United States	77/648,622	3,672,262	August 25, 2009	August 29, 2019
Ryan, LLC	Ryan TAARP	United States	85/872,702	4,418,355	October 13, 2013	October 13, 2023
Ryan, LLC	Ryan Tax Gateway	United States	77/371,932	3,491,984	August 26, 2008	August 26, 2018
Ryan, LLC	Ryanco.com	United States	76/527225	2,935,740	March 29, 2005	March 29, 2015
Ryan, LLC	Ryan T-Rx	United States	85/948,368	4,545,007	June 3, 2014	June 3, 2024
Ryan, LLC	Tax Decision ERP	United States	76/611,861	3,022,666	December 6, 2005	December 6, 2015

Registered Owner	Mark	Country	Application No.	Registration No.	Registration Date	Expiration Date
Ryan, LLC	TaxDirect	United States	77/353,357	4,094,008	January 31, 2012	January 31, 2022
Ryan, LLC	TRACKER	United States	78/380,840	3,075,622	April 4, 2006	April 4, 2016
Ryan, LLC	Ryan	Mexico	1453273 1453272	1467548 1460742	April 28, 2014	April 28, 2024
Ryan, LLC	Ryan & Design	Mexico	1453277 1453276	1450016 1450015	April 28, 2014	April 28, 2024
Ryan, LLC	Ryan & Design	Australia	1492843	1492843	July 2, 2014	May 25, 2022

Trademark Applications

Registered Owner	Mark	Country	Application No.	Filing Date
Ryan, LLC	Role Reality	United States	86/119810	November 15, 2013
Ryan, LLC	Ryan	India	2472556	February 5, 2013
Ryan, LLC	Ryan & Design	India	2472560	February 5, 2013
Ryan, LLC	Ryan	Singapore	T1207522F	May 25, 2012
Ryan, LLC	Ryan & Design	Singapore	T1207523D	May 25, 2012
Ryan, LLC	Ryan	European Community (CTM)	011838761	May 23, 2013
Ryan, LLC	Ryan & Design	European Community (CTM)	011838794	May 23, 2013
Ryan, LLC	Ryan	Brazil	840.784.856 840.784.864 840.784.872	May 2, 2014
Ryan, LLC	Ryan & Design	Brazil	840.784.880 840.784.899 840.784.902	May 2, 2014
Ryan, LLC	Ryan PTS	United States	85/872714	March 11, 2013
Ryan, LLC	Ryan Online	United States	85/425,333	September 17, 2011

[[3664873]]