

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM443280

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Succession of Agency

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Deutsche Bank AG New York Branch, as Prior Agent		06/30/2017	Bank: GERMANY

## RECEIVING PARTY DATA

<b>Name:</b>	Royal Bank of Canada, as Successor Agent
<b>Street Address:</b>	20 King Street West, 4th Floor
<b>City:</b>	Toronto
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	M5H 1C4
<b>Entity Type:</b>	Bank: CANADA

## PROPERTY NUMBERS Total: 88

Property Type	Number	Word Mark
Registration Number:	3580898	KA
Registration Number:	3583678	KA CIRQUE DU SOLEIL
Registration Number:	4237937	KOOZA CIRQUE DU SOLEIL
Registration Number:	4123371	KOOZA
Registration Number:	2711606	LA NOUBA
Registration Number:	2900961	LA NOUBA
Registration Number:	2588976	LA NOUBA
Registration Number:	1995849	MYSTERE
Registration Number:	1985984	MYSTERE
Registration Number:	1920950	MYSTERE
Registration Number:	1901168	MYSTERE
Registration Number:	2618483	O
Registration Number:	2698057	O
Registration Number:	2594604	O
Registration Number:	3764837	OVO
Registration Number:	4050071	OVO CIRQUE DU SOLEIL
Registration Number:	4115251	OVO CIRQUE DU SOLEIL
Registration Number:	4328961	AMALUNA
Registration Number:	4614129	AMALUNA CIRQUE DU SOLEIL

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4464147	AMALUNA CIRQUE DU SOLEIL
Registration Number:	2394380	QUIDAM
Registration Number:	3877492	
Registration Number:	4023448	TOTEM
Registration Number:	4176044	TOTEM CIRQUE DU SOLEIL
Registration Number:	2987940	VAREKAI
Registration Number:	2442014	CIRQUE DU MONDE
Registration Number:	2909037	TAPIS ROUGE
Registration Number:	3825591	THE SENSUAL SIDE OF CIRQUE DU SOLEIL
Registration Number:	2981480	ZUMANITINI
Registration Number:	3009267	ZUMANITINI
Registration Number:	3778456	WINTUK
Registration Number:	3778455	WINTUK CIRQUE DU SOLEIL
Registration Number:	4373760	ZARKANA CIRQUE DU SOLEIL
Registration Number:	4440533	ZARKANA CIRQUE DU SOLEIL
Registration Number:	3911895	BANANA SHPEEL
Registration Number:	3911874	BANANA SHPEEL CIRQUE DU SOLEIL
Registration Number:	3058104	ZUMANITY
Registration Number:	3524488	ZUMANITY
Registration Number:	2072102	CIRQUE DU SOLEIL
Registration Number:	1947477	CIRQUE DU SOLEIL
Registration Number:	1947478	CIRQUE DU SOLEIL
Registration Number:	1959270	CIRQUE DU SOLEIL
Registration Number:	1959269	CIRQUE DU SOLEIL
Registration Number:	2027426	CIRQUE DU SOLEIL
Registration Number:	1925400	CIRQUE DU SOLEIL
Registration Number:	1885062	CIRQUE DU SOLEIL
Registration Number:	1947481	CIRQUE DU SOLEIL
Registration Number:	1964559	CIRQUE DU SOLEIL
Registration Number:	1947479	CIRQUE DU SOLEIL
Registration Number:	2006591	CIRQUE DU SOLEIL
Registration Number:	3074128	CIRQUE DU SOLEIL
Registration Number:	1883432	CIRQUE DU SOLEIL
Registration Number:	1888385	CIRQUE DU SOLEIL
Registration Number:	1888436	CIRQUE DU SOLEIL
Registration Number:	1884981	CIRQUE DU SOLEIL
Registration Number:	1887187	CIRQUE DU SOLEIL
Registration Number:	1883632	CIRQUE DU SOLEIL

Property Type	Number	Word Mark
Registration Number:	1888561	CIRQUE DU SOLEIL
Registration Number:	1885095	CIRQUE DU SOLEIL
Registration Number:	1885382	CIRQUE DU SOLEIL
Registration Number:	3782262	CIRQUE DU SOLEIL
Registration Number:	3592988	CORTEO
Registration Number:	3577869	CORTEO CIRQUE DU SOLEIL
Registration Number:	2847637	DRALION
Registration Number:	4433992	IRIS CIRQUE DU SOLEIL
Registration Number:	1959271	CIRQUE DU SOLEIL
Registration Number:	1959272	CIRQUE DU SOLEIL
Registration Number:	1947480	CIRQUE DU SOLEIL
Registration Number:	3230135	
Registration Number:	2074152	SALTIMBANCO
Registration Number:	2057733	SALTIMBANCO
Registration Number:	1949556	SALTIMBANCO
Registration Number:	2556883	ALEGRIA
Registration Number:	2618435	ALEGRIA
Registration Number:	2508125	ALEGRIA
Registration Number:	1888304	SALTIMBANCO
Registration Number:	1884931	SALTIMBANCO
Registration Number:	1885063	SALTIMBANCO
Registration Number:	1888941	SALTIMBANCO
Serial Number:	86159937	KURIOS
Serial Number:	86160156	KURIOS CIRQUE DU SOLEIL
Serial Number:	85700866	
Serial Number:	86190651	CABINET OF CURIOSITIES
Serial Number:	86226761	CIRQUE DU SOLEIL
Serial Number:	86226772	CIRQUE DU SOLEIL
Serial Number:	85670468	CIRQUE DU SOLEIL
Serial Number:	85533325	CIRQUE DU SOLEIL
Serial Number:	86255291	JOYÀ

**CORRESPONDENCE DATA**

**Fax Number:** 8009144240

*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:** 800-713-0755

**Email:** Michael.Violet@wolterskluwer.com

**Correspondent Name:** CT Corporation

**Address Line 1:** 4400 Easton Commons Way

**TRADEMARK**

**REEL: 006155 FRAME: 0208**

**Address Line 2:** Suite 125  
**Address Line 4:** Columbus, OHIO 43219

**NAME OF SUBMITTER:** Elaine Carrera

**SIGNATURE:** /Elaine Carrera/

**DATE SIGNED:** 09/15/2017

**Total Attachments: 8**

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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

Deutsche Bank AG New York Branch, as Prior Agent

- Individual(s)                       Association  
 Partnership                       Limited Partnership  
 Corporation- State: \_\_\_\_\_  
 Other Bank \_\_\_\_\_

Citizenship (see guidelines) Germany

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance/Execution Date(s) :**

Execution Date(s) June 30, 2017

- Assignment                       Merger  
 Security Agreement               Change of Name  
 Other Notice of Succession of Agency

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes

No

Name: Royal Bank of Canada, as Successor Agent

Street Address: 20 King Street West, 4th Floor

City: Toronto

State: \_\_\_\_\_

Country: Canada Zip: M5H 1C4

- Individual(s) Citizenship \_\_\_\_\_  
 Association Citizenship \_\_\_\_\_  
 Partnership Citizenship \_\_\_\_\_  
 Limited Partnership Citizenship \_\_\_\_\_  
 Corporation Citizenship \_\_\_\_\_  
 Other Bank Citizenship Canada

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s) Text

B. Trademark Registration No.(s)

See Schedule A

See Schedule A

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: Elaine Carrera, Legal Assistant

Internal Address: \_\_\_\_\_

Street Address: c/o Cahill Gordon & Reindel LLP  
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: \_\_\_\_\_

Email Address: ecarrera@cahill.com

**6. Total number of applications and registrations involved:**

88

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** \_\_\_\_\_

- Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

Elaine Carrera

September 15, 2017

Signature

Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

8

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**TRADEMARK**  
**REEL: 006155 FRAME: 0210**

**NOTICE OF SUCCESSION OF AGENCY**  
**REEL/FRAME 5572/0877**

This NOTICE OF SUCCESSION OF AGENCY (this "Notice"), dated as of June 30, 2017 (the "Effective Date"), is executed by Deutsche Bank AG New York Branch, in its capacity as Administrative Agent and Collateral Agent under the Original Agreements (as defined below) (the "Prior Agent"), and Royal Bank of Canada, in its capacity as Administrative Agent and Collateral Agent under the Current Agreements (as defined below) (the "Successor Agent").

WHEREAS, pursuant to that certain First Lien Credit Agreement, dated as of July 8, 2015 (the "Original Credit Agreement"), by and among CDS U.S. Intermediate Holdings, Inc. (the "U.S. Borrower"), Cirque du Soleil Canada Inc. (the "Canadian Borrower" and, together with the U.S. Borrower, the "Borrowers"), the Prior Agent and certain other parties thereto, the Prior Agent and certain grantor parties identified on the signature page thereto (the "Grantors") entered into that certain First Lien Pledge and Security Agreement, dated as of July 8, 2015 (the "Original Security Agreement"), and the First Lien Trademark Security Agreement, dated as of July 8, 2015 (the "Trademark Security Agreement"), pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on July 13, 2015 at Reel/Frame 5572/0877, with respect to the trademarks identified on Schedule A attached hereto; and

WHEREAS, the Original Credit Agreement and the Original Security Agreement were amended on June 30, 2017 (as so amended, collectively, the "Current Agreements"), and in connection with the transactions under the Current Agreements, the Prior Agent, the Successor Agent, the Borrowers and certain other parties have joined into that certain Agency Resignation, Appointment, Assignment and Assumption Agreement, dated as of June 30, 2017 (the "Agency Replacement Agreement"), whereby the Prior Agent resigned as Administrative Agent and Collateral Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent and successor Collateral Agent.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

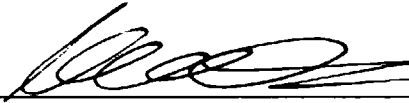
1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Agency Replacement Agreement.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Agency Replacement Agreement, the Prior Agent has ceased to be Administrative Agent and Collateral Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent and Collateral Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

[Remainder of Page Intentionally Blank.]

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective  
Date:

**DEUTSCHE BANK AG NEW YORK  
BRANCH**

By: 

Name: **Anca Trifan**  
Title: **Managing Director**

By: 

Name: **Dusan Lazarov**  
Title: **Director**

*[Cirque – Signature Page to Notice of Succession of Agency – Trademark]*

**TRADEMARK**  
**REEL: 006155 FRAME: 0212**

**ROYAL BANK OF CANADA,**  
as the Successor Agent

By:  \_\_\_\_\_




Name: Ann, Hurley



Title: Manager, Agency




**Schedule A**

Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
Cirque Du Soleil Holding USA, Inc.	3580898	KA
Cirque Du Soleil Holding USA, Inc.	3583678	KA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4237937	KOOZA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4123371	KOOZA
Cirque Du Soleil Holding USA, Inc.	2711606	LA NOUBA
Cirque Du Soleil Holding USA, Inc.	2900961	LA NOUBA
Cirque Du Soleil Holding USA, Inc.	2588976	
Cirque Du Soleil Holding USA, Inc.	1995849	MYSTERE
Cirque Du Soleil Holding USA, Inc.	1985984	MYSTERE
Cirque Du Soleil Holding USA, Inc.	1920950	MYSTERE
Cirque Du Soleil Holding USA, Inc.	1901168	MYSTERE
Cirque Du Soleil Holding USA, Inc.	2618483	O (see below)
Cirque Du Soleil Holding USA, Inc.	2698057	
Cirque Du Soleil Holding USA, Inc.	2594604	
Cirque Du Soleil Holding USA, Inc.	3764837	OVO
Cirque Du Soleil Holding USA, Inc.	4050071	OVO CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4115251	OVO CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4328961	AMALUNA
Cirque Du Soleil Holding USA, Inc.	4614129	AMALUNA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4464147	AMALUNA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	2394380	QUIDAM

OWNER	REGISTRATION NUMBER	TRADEMARK
Cirque Du Soleil Holding USA, Inc.	3877492	
Cirque Du Soleil Holding USA, Inc.	4023448	TOTEM
Cirque Du Soleil Holding USA, Inc.	4176044	TOTEM CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	2987940	VAREKAI
Cirque Du Soleil Holding USA, Inc.	2442014	CIRQUE DU MONDE
Cirque Du Soleil Holding USA, Inc.	2909037 (Cancelled)	TAPIS ROUGE
Cirque Du Soleil Holding USA, Inc.	3825591	THE SENSUAL SIDE OF CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	2981480	ZUMANITINI
Cirque Du Soleil Holding USA, Inc.	3009267 (Cancelled)	ZUMANITINI
CDS U.S. Intermediate Holdings, Inc.	3778456 (Cancelled)	WINTUK
CDS U.S. Intermediate Holdings, Inc.	3778455 (Cancelled)	WINTUK CIRQUE DU SOLEIL
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Cirque Du Soleil Holding USA, Inc.	4440533	ZARKANA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3911895	BANANA SHPEEL
Cirque Du Soleil Holding USA, Inc.	3911874	BANANA SHPEEL CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3058104	ZUMANITY
Cirque Du Soleil Holding USA, Inc.	3524488	ZUMANITY
Cirque Du Soleil Holding USA, Inc.	2072102	<b>CIRQUE DU SOLEIL</b>  CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1947477	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1947478	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1959270	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1959269	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	2027426	CIRQUE DU SOLEIL (See Image above)

OWNER	REGISTRATION NUMBER	TRADEMARK
Cirque Du Soleil Holding USA, Inc.	1925400	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1885062	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1947481	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1964559	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1947479	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	2006591	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3074128	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1883432	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1888385	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1888436	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1884981	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1887187	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1883632	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1888561	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1885095	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1885382	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3782262	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3592988	CORTEO
Cirque Du Soleil Holding USA, Inc.	3577869	CORTEO CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	2847637	DRALION
CDS U.S. Intermediate Holdings, Inc.	4433992	IRIS CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1959271	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1959272	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1947480	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3230135	
Creations Meandres Inc.	2074152	SALTIMBANCO
Creations Meandres Inc.	2057733	SALTIMBANCO
Creations Meandres Inc.	1949556	SALTIMBANCO
Creations Meandres Inc.	2556883	ALEGRIA

OWNER	REGISTRATION NUMBER	TRADEMARK
Creations Meandres Inc.	2618435	
Creations Meandres Inc.	2508125	
Creations Meandres Inc.	1888304	SALTIMBANCO
Creations Meandres Inc.	1884931	SALTIMBANCO
Creations Meandres Inc.	1885063	SALTIMBANCO
Creations Meandres Inc.	1888941	SALTIMBANCO

Applications:

OWNER	APPLICATION NUMBER	TRADEMARK
Cirque Du Soleil Holding USA, Inc.	86159937 (Reg. No. 5027491)	KURIOS
Cirque Du Soleil Holding USA, Inc.	86160156 (Reg. No. 4946689)	KURIOS CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	85700866 (Pending ITU)	
Cirque Du Soleil Holding USA, Inc.	86190651 (Reg. No. 5008477)	CABINET OF CURIOSITIES
Cirque Du Soleil Holding USA, Inc.	86226761 (Pending ITU)	<b>CIRQUE DU SOLEIL</b>  CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	86226772 (Pending ITU)	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	85670468 (Abandoned)	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	85533325 (Abandoned)	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	86255291 (Reg. No. 5027545)	JOYÀ