

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM445447

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Succession of Agency		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
UBS AG, Stamford Branch, as Prior Agent		10/02/2017	Bank: GERMANY
RECEIVING PARTY DATA			
Name:	Macquarie Capital Funding LLC, as Successor Agent		
Street Address:	225 W. Washington St., 21st Floor		
Internal Address:	c/o Cortland Capital Market Services LLC		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	1371037	APROPOS	
Registration Number:	1970981	APROPOS	
Registration Number:	4976588	APTOS	
Registration Number:	4976589	APTOS	
Registration Number:	3481063	CRS RETAILSTORE	
Serial Number:	85962934	B2X COMMERCE	
Registration Number:	4834836	SHOPVISIBLE	
Registration Number:	3535925	SHOPVISIBLE	
CORRESPONDENCE DATA			
Fax Number:	2024083141		
<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>			
Phone:	2024083141		
Email:	jean.paterson@cscglobal.com		
Correspondent Name:	CSC		
Address Line 1:	1090 Vermont Avenue, NW		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	844193-10		

CH \$215.00 1371037

NAME OF SUBMITTER:	Jean Paterson
SIGNATURE:	/jep/
DATE SIGNED:	10/02/2017
Total Attachments: 6 source=10-2-17 UBS-Macquarie-TM#page1.tif source=10-2-17 UBS-Macquarie-TM#page2.tif source=10-2-17 UBS-Macquarie-TM#page3.tif source=10-2-17 UBS-Macquarie-TM#page4.tif source=10-2-17 UBS-Macquarie-TM#page5.tif source=10-2-17 UBS-Macquarie-TM#page6.tif	

NOTICE OF SUCCESSION OF AGENCY
REEL/FRAME 5905/0627
REEL/FRAME 042754/0098

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of October 2, 2017 (the “Effective Date”), is executed by UBS AG, STAMFORD BRANCH, in its capacity as Administrative Agent under the Original Agreements (as defined below) (the “Prior Agent”), and MACQUARIE CAPITAL FUNDING LLC, in its capacity as Administrative Agent under the Current Agreements (as defined below) (the “Successor Agent”).

WHEREAS, pursuant to that certain Credit Agreement, dated as of September 1, 2016, by and among APTOS HOLDING (US) 2, INC., a Delaware corporation (“U.S. Holdings”), APTOS, INC., a New York corporation (the “Borrower Representative”), APTOS CANADA INC. a limited company organized under the laws of Nova Scotia, Canada (the “Canadian Borrower” and together with the Borrower Representative, the “Borrowers” and each, a “Borrower”), APTOS UK HOLDING NO. 2 LIMITED, a company incorporated under the laws of England and Wales with registered number 10281382 (“UK Holdings” and together with U.S. Holdings, the “Holding Companies” and each, a “Holding Company”), Prior Agent and certain other parties thereto (as amended by that certain First Amendment to Credit Agreement dated as of July 20, 2017 and as further amended by that certain Second Amendment to the Credit Agreement date as of October 2, 2017, the “Credit Agreement”), the Prior Agent, U.S. Holdings and certain grantor parties identified on the signature page hereto (the “Grantors”) entered into (i) that certain Security Agreement, dated as of September 1, 2016 (the “Security Agreement”), (ii) that certain Copyright Security Agreement, dated as of September 1, 2016 (the “Copyright Security Agreement”), (iii) that certain Trademark Security Agreement, dated as of September 1, 2016 (the “Trademark Security Agreement”) and (iv) that certain Patent Security Agreement dated as of June 19, 2017 (the “Patent Security Agreement” and, together with the Copyright Security Agreement and the Trademark Security Agreement, the “Intellectual Property Security Agreements”) pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, (i) the Copyright Security Agreement was filed with the United States Copyright Office on October 24, 2016 and is pending recordation, (ii) the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on October 20, 2016 at Reel/Frame 5905/0627 and (iii) the Patent Security Agreement was recorded with the United States Patent and Trademark Office on June 20, 2017 at Reel/Frame 042754/0098, each with respect to the intellectual property identified on Schedule A attached hereto;

WHEREAS, the Prior Agent, the Successor Agent, the Borrowers, the Holding Companies and certain other parties have entered into that certain Agency Resignation, Appointment, Assignment and Assumption Agreement, dated as of October 2, 2017 (the “Resignation Agreement”), whereby the Prior Agent resigned as Administrative Agent and is succeeded to and replaced by the Successor Agent as successor Administrative 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 Resignation Agreement.
2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Administrative Agent under such capacity and


is succeeded to and replaced by the Successor Agent as Administrative 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 Intellectual Property Security Agreements, which security interest is now succeeded by and transferred to the Successor Agent.

[Signature Pages to Follow]

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


UBS AG, STAMFORD BRANCH, as the Prior Agent


By: 
Name: Craig Pearson
Title: Associate Director

By: 
Name: Houssein Daly
Title: Associate Director

[Signature Page to Notice of Change in Agency (IP)]

MACQUARIE CAPITAL FUNDING LLC, as
the Successor Agent

By: 
Name: *Mini Shih*
Title: *Authorized Signatory*

By: 
Name:
Title: **Michael Barrish**
Authorized Signator

[Signature Page to Notice of Change in Agency (IP)]

Schedule A**Copyright Security Agreement filed October 24, 2016**

Registered owner/ Grantor	Title of Work	Registration No.
Aptos, Inc.	Bizapps time and attendance module	TX3692939
Aptos, Inc.	Bizapp night operator module	TX3692941
Aptos, Inc.	IBM retail application/DOS version 1, release 0	TX3700176
Aptos, Inc.	4684 V6.1 Point of sale system	TX3700183
Aptos, Inc.	Bizapps deal price management module	TX3701664
Aptos, Inc.	Bizapps inventory data interchange module – version 6.1	TX3769362
Aptos, Inc.	IBM retail application/DOS—store calendar feature	TX3799760
Aptos, Inc.	HMAIL: electronic mail home office operations menu : V6.1	TX3799761
Aptos, Inc.	IBM retail application/DOS night operator feature	TX3799762
Aptos, Inc.	IBM retail application/DOS: version 1, release 0	TX3799763
Aptos, Inc.	IBM retail application/DOS – installation configuration feature	TX3799764
Aptos, Inc.	IBM retail application/DOS version 1, release 0	TX3835220
Aptos, Inc.	IBM retail application/DOS promotional events feature	TX3838973
Aptos, Inc.	IBM retail application/DOS. Version 1, release 0	TX3896461
Aptos, Inc.	QCONFIG.C	TX3926368

Trademark Security Agreement filed November 8, 2016 at Reel/Frame 5905/0627

Registered owner/ Grantor	Trademark	Registration No. or Application No.
Aptos, Inc.	APROPOS	1371037 11/19/1985
Aptos, Inc.	APROPOS	1970981 04/30/1996
Aptos, Inc.	APTOS	4976588

		6/14/2016
Aptos, Inc.	APTOS	4976589
		6/14/2016
Aptos, Inc.	CRS RETAILSTORE	3481063
		08/05/2008
Shopvisible, LLC	B2X COMMERCE	85/962934
		06/18/2013
Shopvisible, LLC	SHOPVISIBLE	4834836
		10/20/2015
Shopvisible, LLC	SHOPVISIBLE	3535925
		11/25/2008
Aptos, Inc.	APTOS	1740713
		08/06/2015
Aptos, Inc.	APTOS	1740714
		8/6/2015

Patent Security Agreement recorded June 21, 2017 at Reel/Frame 042754/0098

Registered owner/ Grantor	Patent Title	Patent No. or Application No.
Aptos, Inc.	SYSTEMS AND METHODS FOR POINT OF SALE DATA SYNCHRONIZATION	62491763 April 28, 2017