

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM445959

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of security interest recorded at Reel/Frame 5361/0679		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BNP Paribas		09/15/2017	Banking Corporation: FRANCE
RECEIVING PARTY DATA			
Name:	Marketing Research Services, Inc.		
Street Address:	720 East Pete Rose Way		
Internal Address:	Suite 200		
City:	Cincinnati		
State/Country:	OHIO		
Postal Code:	45202		
Entity Type:	Corporation: OHIO		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3232995	CONSELECT ONLINE CONCEPT TESTING SOLUTIO	
Registration Number:	4308832	GAMEOPTIMIZER	
Registration Number:	4076788	SOCIALVIEW	
CORRESPONDENCE DATA			
Fax Number:	3128622200		
<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:	3128622000		
Email:	rob.soneson@kirkland.com		
Correspondent Name:	Rob Soneson		
Address Line 1:	300 N. LaSalle		
Address Line 2:	Kirkland & Ellis LLP		
Address Line 4:	Chicago, ILLINOIS 60654		
ATTORNEY DOCKET NUMBER:	39951-131-RFS		
NAME OF SUBMITTER:	Rob Soneson		
SIGNATURE:	/rsoneson/		
DATE SIGNED:	10/04/2017		
Total Attachments: 40			

CH \$90.00 3232995

Date: 15 September 2017

GLOBAL DEED OF RELEASE

between

**ENGINE HOLDING, LLC
(AS THE PARENT)**

THE COMPANIES NAMED AS RELEASED PARTIES

**BNP PARIBAS
(AS AGENT)**

AND

**BNP PARIBAS
(AS SECURITY AGENT)**

KIRKLAND & ELLIS INTERNATIONAL LLP

30 St. Mary Axe
London EC3A 8AF
Tel: +44 (0)20 7469 2000
Fax: +44 (0)20 7469 2001
www.kirkland.com

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Date: 15 September 2017

PARTIES

- (1) **ENGINE HOLDING, LLC**, a Delaware limited liability company with file number 3348558 (the *Parent*);
- (2) **THE COMPANIES** listed in Schedule 1 (the *Released Parties*);
- (3) **BNP PARIBAS** as administrative agent of the Lenders referred to (and as defined) in the Credit Agreement referred to below (the *Agent*); and
- (4) **BNP PARIBAS** as collateral agent of the other Secured Parties referred to (and as defined) in Credit Agreement referred to below (the *Security Agent*).

BACKGROUND

- (A) The Released Parties have provided guarantees and indemnities and granted security over their assets in favour of the Security Agent under the Security Documents (as defined below) in order to secure the claims of the Secured Parties under the Credit Documents.
- (B) The Security Documents and other Credit Documents are subject to the terms of the Credit Agreement.
- (C) The Parent, the Released Parties, the Agent and the Security Agent enter into this Deed in connection with the Credit Agreement (as defined below) in order to release the guarantees and indemnities and security created under the Credit Documents in accordance with the terms of this Deed.
- (D) It is intended that this document takes effect as a deed notwithstanding the fact that a party may only execute this document under hand.

AGREEMENT

1. INTERPRETATION

- 1.1 In this Deed:

Credit Agreement means the credit and guaranty agreement originally dated 5 September 2014 (as amended, supplemented or otherwise modified from time to time) between, among others, the Parent, the Agent and the Security Agent.

Effective Time means the time (in New York) at which the Administrative Agent (as defined in the Payoff Letter) actually receives the Repayment Amount (as defined in the Payoff Letter).

Payoff Letter means the payoff letter dated on or about the date of this Deed between ORC International, Inc., The Engine Group Limited and the Agent as Administrative Agent and Collateral Agent (as defined in the Payoff Letter).

[REDACTED]

Released Assets means all of the assets subject to the Security created or expressed to be created in favour of the Security Agent and/or the Secured Parties pursuant to the Security Documents released pursuant to this Deed.

Security Documents means:

- (a) the documents described in Schedule 2; and
- (a) any other document entered into by the Released Parties or any other member of the Group creating or expressed to create any Security over all or any part of its assets in connection with any obligations owed to the Secured Parties under any of the Credit Documents.

[REDACTED]

1.2 [REDACTED]

1.3 [REDACTED]

2. RELEASE

2.1 Upon the occurrence of the Effective Time:

- (a) the Security Agent unconditionally and irrevocably:
 - (i) releases all Security (including, but not limited to, the trade marks listed in Schedule 5 (*Certain Trade Marks*)) granted by each Released Party to the Security Agent under the Security Documents;
 - (ii) reassigns and retransfers to each Released Party all rights, interest and title assigned and transferred by that Released Party to the Security Agent under any Security Document; and
 - (iii) releases each of the Released Parties from all present and future liabilities (both actual and contingent and including any liability to any other Obligor or other Debtor under the Credit Documents by way of contribution or indemnity) under the Credit Documents;
- (b) the Released Assets shall be held free and discharged from the Security created (or expressed to be created) by or pursuant to, and all claims arising under, the Security Documents;

(c) [REDACTED]

(d) the Agent and the Security Agent irrevocably and unconditionally consents to each Released Party or its designee (at the cost and expense of the relevant Released Party) giving notice of the releases, discharges, waivers, terminations, reassignments and retransfers under this Deed (including, without limitation, [REDACTED] [REDACTED], intellectual property security agreements and filings thereof with the United States Patent and Trademark Office and/or the United States Copyright Office, [REDACTED] [REDACTED] to any person that is necessary to release, discharge, waiver, terminate, reassign and/or retransfer (and/or reflect on public record the release, discharge, waiver, terminate, reassign and/or retransfer of) any Security created by or pursuant to any Security Documents or any other agreement executed and/or delivered in connection therewith without the signature of, or any further action from, the Agent, Security Agent or any other holder of Security, to the extent permitted by law.

2.2 [REDACTED]

3. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

(b)

[REDACTED]

■

[REDACTED]

12. CREDIT DOCUMENT

This Deed is hereby designated a Credit Document.

This **DEED OF RELEASE** is entered into by the parties as a deed, and is delivered and takes effect on the date written at the beginning of this Deed.

**SCHEDULE 1
Released Parties**

Name of Released Parties	Jurisdiction of incorporation	Registration number (or equivalent, if any)
ORC International, Inc.	Delaware	2263905
The Engine Group Limited	England	5015446
Engine Holding, LLC	Delaware	4998176
Engine Group, Inc.	Delaware	4998179
Engine USA Corporation Inc.	Delaware	4776472
Engine USA LLC	Delaware	4765720
Deep Focus Inc.	Delaware	0402130002000
Engine Acquisition Limited	England	09080182
Engine People UK Limited	England	05278995
O.R.C. International Ltd	England	1088226
ORC Holdings, Ltd	England	03226024
Fuel Data Strategies Limited	England	04617236
Engine Partners UK LLP	England	OC365812

SCHEDULE 2
Security Documents

1. Security agreement between Engine Acquisition Limited as chargor and BNP Paribas as collateral agent for the lenders, dated 5 September 2014 and charging, *inter alia*, the shares of The Engine Group Limited.
2. Security agreement between The Engine Group Limited as chargor and BNP Paribas as collateral agent for the lenders, dated 5 September 2014 and charging, *inter alia*, the shares of Engine People UK Limited and Fuel Data Strategies Limited.
3. Security agreement between The Engine Group Limited as chargor and BNP Paribas as collateral agent for the lenders, dated 28 October 2014 and charging, *inter alia*, leasehold property with title number NGL917980.
4. Security agreement between Engine People UK Limited as chargor and BNP Paribas as collateral agent for the lenders, dated 28 November 2014 and charging, *inter alia*, certain material bank accounts of Engine People UK Limited.
5. Security agreement between Engine Holding, LLC as chargor and BNP Paribas as collateral agent for the lenders, dated 5 September 2014 and charging, *inter alia*, the shares of Engine Acquisition Limited.
6. Security agreement between ORC International, Inc. as chargor and BNP Paribas as collateral agent for the lenders, dated 18 September 2014 and charging, *inter alia*, the shares of ORC Holdings, Ltd.
7. Security agreement between O.R.C. International Ltd as chargor and BNP Paribas as collateral agent for the lenders, dated 28 November 2014 and charging, *inter alia*, leasehold properties with title numbers NGL642743, GM477077, EGL541429, EGL261183, EG261184, EGL261180 and EGL361419.
8. Security agreement between Fuel Data Strategies Limited as chargor and BNP Paribas as collateral agent for the lenders, dated 28 November 2014 and charging, *inter alia*, certain material bank accounts of Fuel Data Strategies Limited.
9. Security agreement between Engine Partners UK LLP as chargor and BNP Paribas as collateral agent for the lenders, dated 28 November 2014 and charging, *inter alia*, certain material bank accounts of Engine Partners UK LLP.

SCHEDULE 3

Form of [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

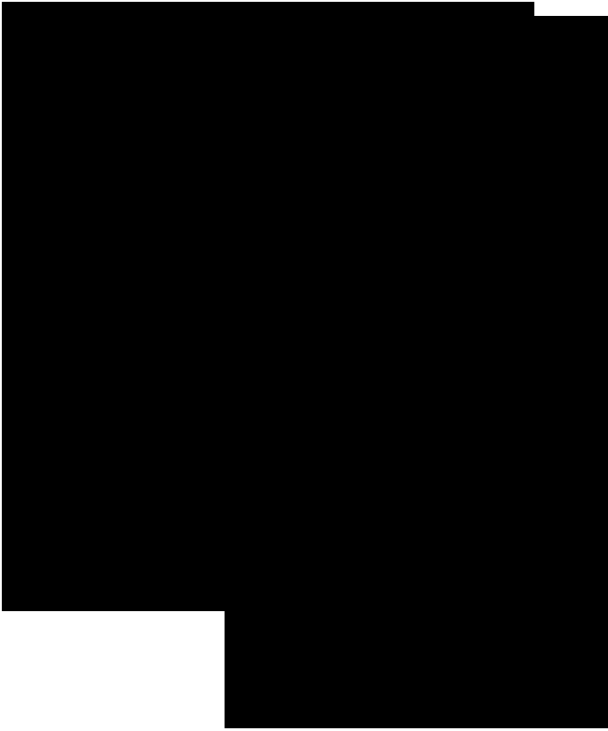
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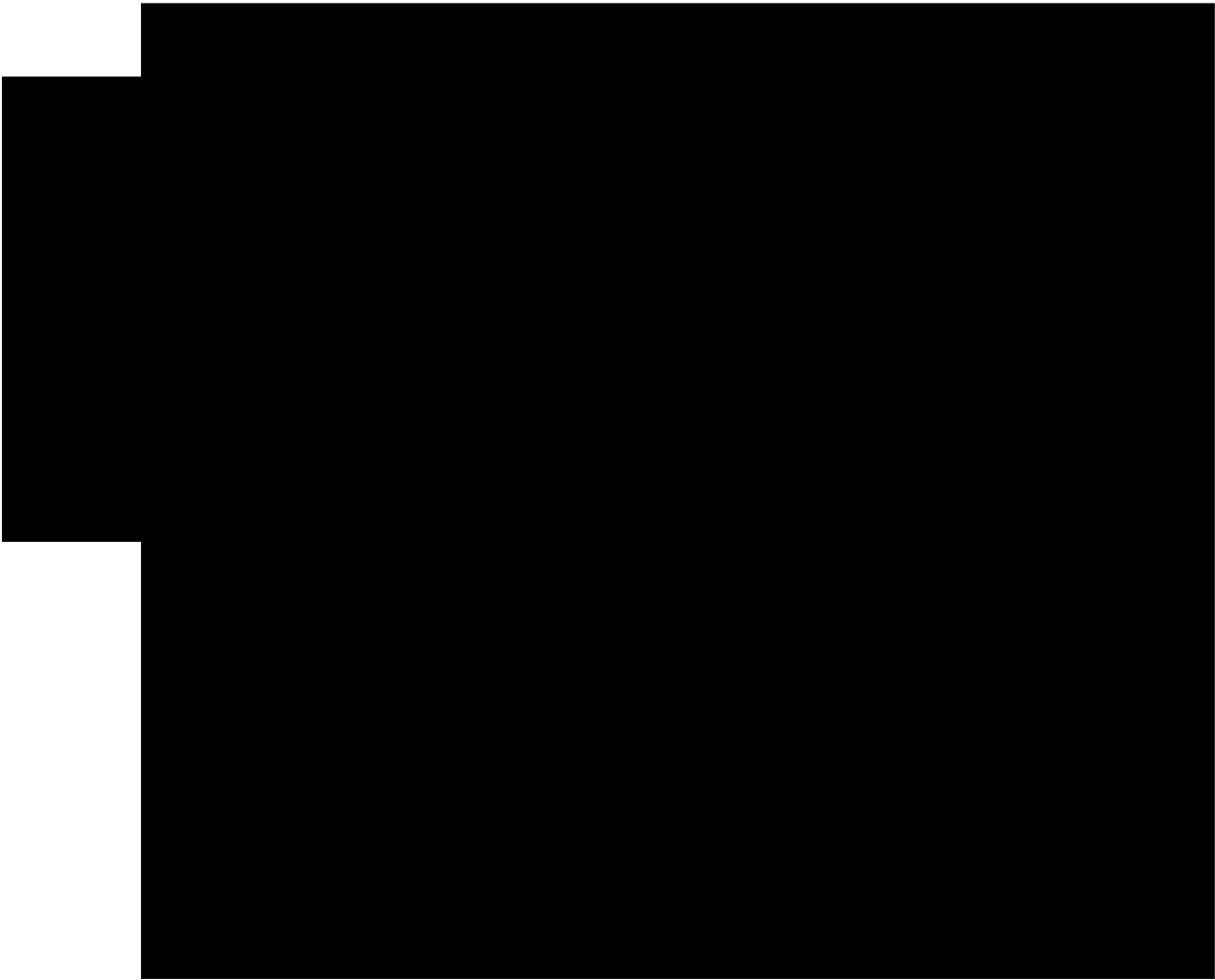
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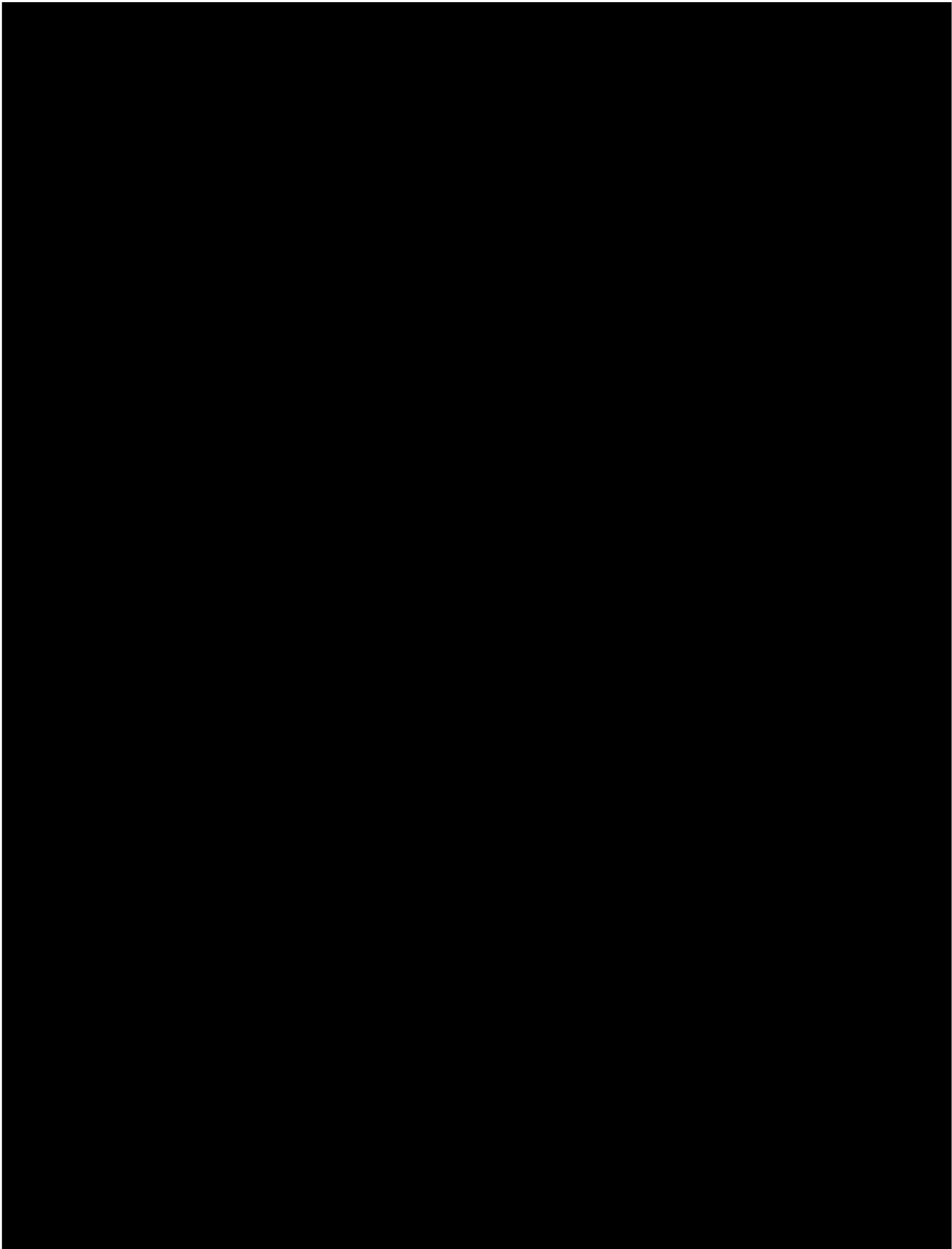
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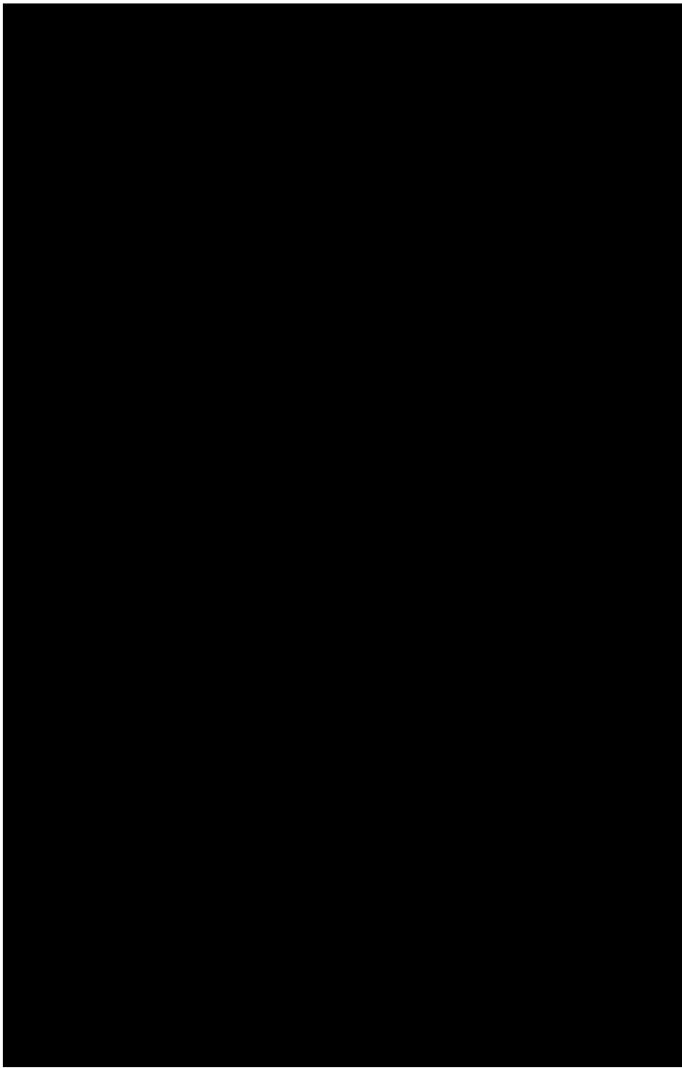
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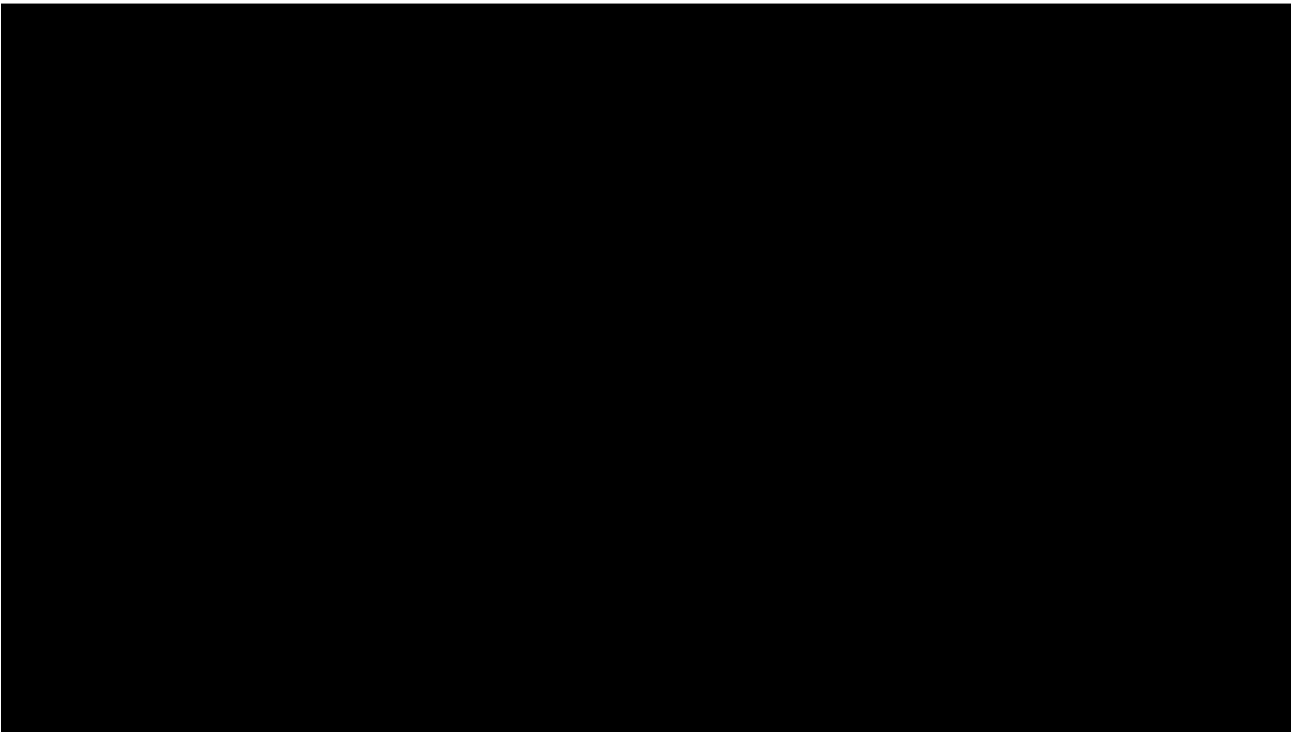
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SCHEDULE 5
Certain Trade Marks

Trademark	Country	Status	App./Reg. No.	App./Reg. Date	Owner	Security Interest Recording Details/Additional Notes
NOISE	U.S. Federal	REGISTERED	4313393	02-APR-2013	Deep Focus, Inc.	Noise Marketing LLC to BNP Paribas, recorded with US PTO at 5361/0698 on 9/12/2014
CONSELECT ONLINE CONCEPT TESTING SOLUTION	U.S. Federal	REGISTERED	3232995	24-APR-2007	MRSI (Marketing Research Services, Inc.)	Marketing Research Services, Inc. to BNP Paribas, recorded with US PTO at 5361/0679 on 9/12/2014 and at 3969/0696 on 4/15/2009
GAMEOPTIMIZER	U.S. Federal	REGISTERED	4308832	26-MAR-2013	MRSI (Marketing Research Services, Inc.)	Marketing Research Services, Inc. to BNP Paribas, recorded with US PTO at 5361/0679 on 9/12/2014
SOCIALVIEW	U.S. Federal	REGISTERED	4076788	27-DEC-2011	MRSI (Marketing Research Services, Inc.)	Marketing Research Services, Inc. to BNP Paribas, recorded with US PTO at 5361/0679 on 9/12/2014
OPINION RESEARCH CORPORATION	U.S. Federal	REGISTERED Section 2(F)	3862579	19-OCT-2010	ORC International Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
ORC	U.S. Federal	REGISTERED	1147327	17-FEB-1981	ORC International Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
CARAVAN	U.S. Federal	REGISTERED	1470224	22-DEC-1987	ORC International, Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
CARAVAN SURVEYS	U.S. Federal	REGISTERED	1158530	23-JUN-1981	ORC International, Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
CORPERCEPTION S	U.S. Federal	REGISTERED	2105536	14-OCT-1997	ORC International, Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014

Trademark	Country	Status	App./Reg. No.	App./Reg. Date	Owner	Security Interest Recordation Details/Additional Notes
FIND	U.S. Federal	REGISTERED	1776731	15-JUN-1993	ORC International, Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
GUIDELINE	U.S. Federal	REGISTERED	1482674	29-MAR-1988	ORC International, Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
I 2 THE POWER OF INTEGRATED INTELLIGENCE	U.S. Federal	REGISTERED	4417186	15-OCT-2013	ORC International, Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
INSIGHT BEYOND MEASURE	U.S. Federal	REGISTERED	2659146	10-DEC-2002	ORC International, Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
INTOTA	U.S. Federal	REGISTERED	2696289	11-MAR-2003	ORC International, Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
ORC INTERNATIONAL	U.S. Federal	REGISTERED	2002715	24-SEP-1996	ORC International, Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
POWER OF INTEGRATED INTELLIGENCE	U.S. Federal	REGISTERED	4268173	01-JAN-2013	ORC International, Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
TELTECH	U.S. Federal	REGISTERED	1642386	23-APR-1991	ORC International, Inc.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
THE POWER OF I 2	U.S. Federal	REGISTERED	4333573	14-MAY-2013	ORC INTERNATIONAL, INC.	ORC International, Inc. to BNP Paribas, recorded with US PTO at 5361/0710 on 9/12/2014
CALLING BRANDS	U.S. Federal	REGISTERED	4683356	10-FEB-2015	The Engine Group Limited	The Engine Group Limited to BNP Paribas, recorded with US PTO at 5365/0814 on 9/19/2014

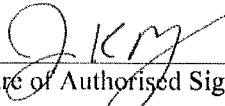
Trademark	Country	Status	App./Reg. No.	App./Reg. Date	Owner	Security Interest Recordation Details/Additional Notes
CALLING BRANDS	U.S. Federal	REGISTERED	4683357	10-FEB-2015	The Engine Group Limited	The Engine Group Limited to BNP Paribas, recorded with US PTO at 5365/0814 on 9/19/2014
ENGINE	Switzerland	REGISTERED	667556	19-DEC-2014	The Engine Group Limited	To BNP Paribas
ENGINE	United Kingdom	REGISTERED	2444854	02-JAN-2009	The Engine Group Limited	To BNP Paribas
ENGINE	United Kingdom	REGISTERED	2392859	09-DEC-2005	The Engine Group Limited	To BNP Paribas
ENGINE BUSINESS	United Kingdom	REGISTERED	2515903	04-SEP-2009	The Engine Group Limited	To BNP Paribas

SIGNATORIES

PARENT

EXECUTED as a DEED by
ENGINE HOLDING, LLC
and signed on its behalf by

)
)
)



Signature of Authorised Signatory

Authorised Signatory Name: _____



Signature of Authorised Signatory

Authorised Signatory Name: _____



[Signature page to Global Deed of Release]

SIGNATORIES

PARENT

EXECUTED as a DEED by)
ENGINE HOLDING, LLC)
and signed on its behalf by)

Signature of Authorised Signatory

Authorised Signatory Name: _____



Calvin A. Adams

Signature of Authorised Signatory

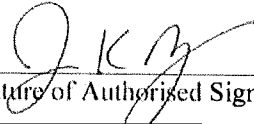
Authorised Signatory Name: _____



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EXECUTED as a DEED by
ORC INTERNATIONAL, INC
and signed on its behalf by

)
)
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Signature of Authorised Signatory

Authorised Signatory Name: _____



Signature of Authorised Signatory

Authorised Signatory Name: _____




[Signature page to Global Deed of Release]

EXECUTED as a DEED by)
ORC INTERNATIONAL, INC)
and signed on its behalf by)

Signature of Authorised Signatory

Authorised Signatory Name: _____



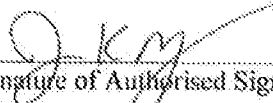
Signature of Authorised Signatory

Authorised Signatory Name: _____


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EXECUTED as a DEED by
THE ENGINE GROUP LIMITED
and signed on its behalf by

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)


Signature of Authorised Signatory

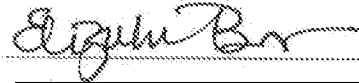
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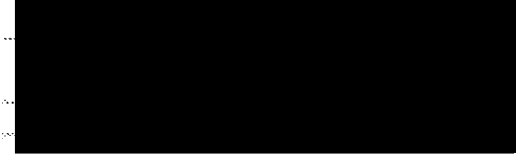
Authorised Signatory Title:

Director

Signature of Witness:



Name of Witness:



Witness Address:

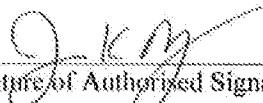


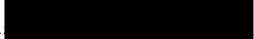
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Paralegal

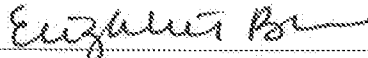
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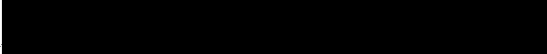
EXECUTED as a DEED by)
ENGINE ACQUISITION LIMITED)
and signed on its behalf by)



Signature of Authorised Signatory

Authorised Signatory Name: 

Authorised Signatory Title: Director

Signature of Witness: 

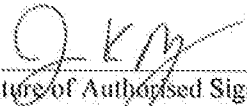
Name of Witness: 

Witness Address: 

Witness Occupation: Paralegal

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ENGINE PEOPLE UK LIMITED)
and signed on its behalf by)

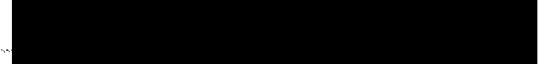


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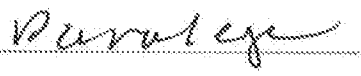
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Authorised Signatory Title: Director

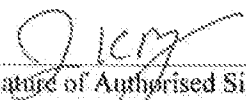
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Name of Witness: 

Witness Address: 

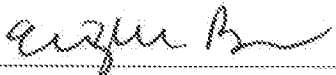
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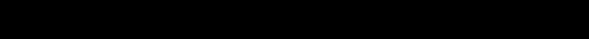
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O.R.C. INTERNATIONAL LIMITED)
and signed on its behalf by)

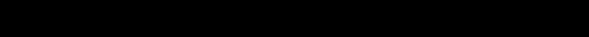

Signature of Authorised Signatory

Authorised Signatory Name: 

Authorised Signatory Title: Director

Signature of Witness: 

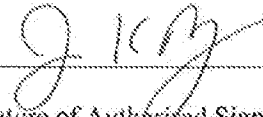
Name of Witness: 

Witness Address: 

Witness Occupation: Paralegal

EXECUTED as a DEED by
FUEL DATA STRATEGIES
LIMITED
and signed on its behalf by

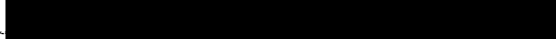
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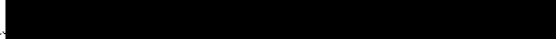

Signature of Authorised Signatory

Authorised Signatory Name: 

Authorised Signatory Title: Director

Signature of Witness: 

Name of Witness: 


Witness Address: 

Witness Occupation: Paralegal

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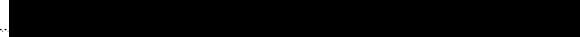
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ENGINE PARTNERS UK LLP
and signed on its behalf by

)
)
)


Signature of Member

Member Name: 

Signature of Witness: 


Name of Witness: 

Witness Address: 

Witness Occupation: *Paralegal*

[Signature page to Global Deed of Release]

EXECUTED as a DEED by)
ENGINE GROUP, INC., (successor in interest)
to ORC Intermediate Holding Corp.)
and signed on its behalf by



Signature of Authorised Signatory

Authorised Signatory Name:  _____

Signature of Authorised Signatory

Authorised Signatory Name:  _____

EXECUTED as a DEED by)
ENGINE GROUP, INC., (successor in interest)
to ORC Intermediate Holding Corp.)
and signed on its behalf by

Signature of Authorised Signatory

Authorised Signatory Name: _____



Colin A. Auld

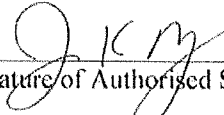
Signature of Authorised Signatory

Authorised Signatory Name: _____



[Signature page to Global Deed of Release]

EXECUTED as a DEED by)
ENGINE USA CORPORATION INC.)
and signed on its behalf by)



Signature of Authorised Signatory

Authorised Signatory Name: _____

Signature of Authorised Signatory

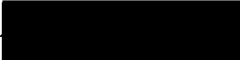
Authorised Signatory Name: _____

[Signature page to Global Deed of Release]

EXECUTED as a DEED by)
ENGINE USA CORPORATION INC.)
and signed on its behalf by)

Signature of Authorised Signatory

Authorised Signatory Name: _____



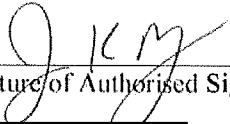
Colli A. Adu

Signature of Authorised Signatory

Authorised Signatory Name: _____

[Signature page to Global Deed of Release]

EXECUTED as a DEED by)
ENGINE USA LLC)
and signed on its behalf by)



Signature of Authorised Signatory

Authorised Signatory Name: _____

Signature of Authorised Signatory

Authorised Signatory Name: _____

[Signature page to Global Deed of Release]

EXECUTED as a DEED by)
ENGINE USA LLC)
and signed on its behalf by)

Signature of Authorised Signatory

Authorised Signatory Name:



Colli De Aulo
Signature of Authorised Signatory

Authorised Signatory Name:



[Signature page to Global Deed of Release]

EXECUTED as a DEED by
DEEP FOCUS INC.
and signed on its behalf by

}
} 
Signature of Authorised Signatory

Authorised Signatory Name: 

Signature of Authorised Signatory


Authorised Signatory Name: 

{Signature page to Global Deed of Release}

EXECUTED as a DEED by)
DEEP FOCUS INC.)
and signed on its behalf by)

Signature of Authorised Signatory

Authorised Signatory Name: _____

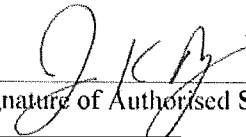

Lilli R. Ales
Signature of Authorised Signatory

Authorised Signatory Name: _____

[Signature page to Global Deed of Release]

EXECUTED as a DEED by
ORC HOLDINGS, LTD
and signed on its behalf by

)
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Signature of Authorised Signatory

Authorised Signatory Name: _____

Signature of Authorised Signatory

Authorised Signatory Name: _____

[Signature page to Global Deed of Release]

EXECUTED as a DEED by
ORC HOLDINGS, LTD
and signed on its behalf by

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Signature of Authorised Signatory

Authorised Signatory Name: _____



Signature of Authorised Signatory

Authorised Signatory Name: _____

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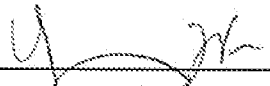
AGENT

SIGNED on behalf of

BNP PARIBAS

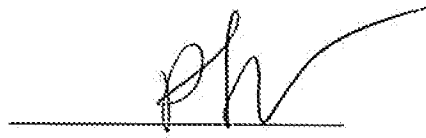
as Security Agent

By:



[Redacted Name]

Vice President



[Redacted Name]

Vice President

Address: 787 Seventh Avenue, New York, New York 10019

Attention:

[Redacted Name]

Email: [Redacted]@us.bnpparibas.com

Telephone: 212.841.3222

{Signature page to Global Deed of Release}


SECURITY AGENT

SIGNED on behalf of

BNP PARIBAS

as Security Agent

By: 
[Redacted]
Vice President


[Redacted]

Address: 787 Seventh Avenue, New York, New York 10019 Vice President

Attention: [Redacted]

Email: [Redacted]@bnpparibas.com

Telephone: 212.841.3222

[Signature page to Global Deed of Release]