

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM454912

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Release of 1st Lien Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Royal Bank of Canada		12/15/2017	Bank: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Exact Holding B.V.		
<b>Street Address:</b>	Molengraaffsingel 33, 2629 JD		
<b>City:</b>	Delft		
<b>State/Country:</b>	NETHERLANDS		
<b>Entity Type:</b>	Besloten Vennootschap (B.V.): NETHERLANDS		
<b>Name:</b>	Exact Group B.V.		
<b>Street Address:</b>	Molengraaffsingel 33 , 2629 JD		
<b>City:</b>	Delft		
<b>State/Country:</b>	NETHERLANDS		
<b>Entity Type:</b>	Besloten Vennootschap (B.V.): NETHERLANDS		
<b>Name:</b>	Exact Software ERP-NA, LLC		
<b>Street Address:</b>	8800 Lyra Drive		
<b>Internal Address:</b>	Ste. 220		
<b>City:</b>	Columbus		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	43240		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2822248	EXACT	
<b>Registration Number:</b>	2247662	MAX	
<b>Registration Number:</b>	3849232	EXACT SYNERGY	
<b>Registration Number:</b>	3849233	EXACT SYNERGY ENTERPRISE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	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>			

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**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:** 960739-5

**NAME OF SUBMITTER:** Jean Paterson

**SIGNATURE:** /jep/

**DATE SIGNED:** 12/18/2017

**Total Attachments: 4**

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**RELEASE OF FIRST LIEN SECURITY INTEREST IN TRADEMARKS**

This RELEASE OF FIRST LIEN SECURITY INTEREST IN TRADEMARKS (this “Release”), dated as of December 15, 2017 (the “Effective Date”), is made by Royal Bank of Canada, in its capacity as Collateral Agent (the “Agent”), in favor of the grantor parties identified on the signature pages hereto (the “Grantors”).

WHEREAS, pursuant to that certain U.S. Security Agreement, dated as of February 18, 2015, by and among the Agent, each Grantor and certain other parties thereto (as amended, amended and restated, or otherwise modified from time to time, the “US Security Agreement”) and that certain Intellectual Property Security Agreement, dated as of May 8, 2015, by and among the Agent, the Grantor and certain other parties thereto (as amended, amended and restated, or otherwise modified from time to time, the “IP Security Agreement”), each Grantor granted to the Agent, in its capacity as Collateral Agent, a security interest in and to certain Collateral;

WHEREAS, pursuant to the US Security Agreement and the IP Security Agreement, each Grantor executed and delivered a Trademark Security Agreement, dated as of May 8, 2015 (the “Trademark Security Agreement”, and together with the US Security Agreement and the IP Security Agreement, the “Security Agreements”), for recordal with the United States Patent and Trademark Office;

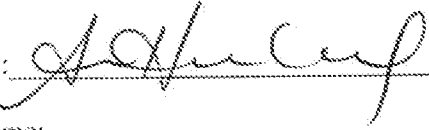
WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on May 11, 2015 at Reel/Frame 5513/0448;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby agrees 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 Security Agreements, as applicable.
2. Release. The Agent, without representation or warranty of any kind, hereby releases, discharges, terminates and cancels all of its security interest in and to the trademark registrations and applications set forth in Schedule 1 attached hereto (the “Released Trademark Collateral”), arising under the Security Agreements. If and to the extent that the Agent has acquired any right, title or interest in and to the Released Trademark Collateral under the Security Agreements, the Agent, without representation or warranty of any kind, hereby re-transfers, re-conveys and re-assigns such right, title or interest to each Grantor, as applicable.
3. Termination. The Agent, without representation or warranty of any kind, terminates and cancels the Trademark Security Agreement.
4. Further Assurances. The Agent agrees to take all further actions, and provide to each Grantor and its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by each Grantor, at each Grantor’s sole cost and expense, to more fully and effectively effectuate the purposes of this Release.
5. Governing Law. This Release shall be governed exclusively under the laws of the State of New York, without regard to conflicts of law or choice of law principles.

IN WITNESS WHEREOF, the Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date:

**ROYAL BANK OF CANADA, acting in its  
capacity as Collateral Agent for the Secured  
Parties**

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

Name: Ann, Hurley  
Title: Manager, Agency

[Signature Page to Release of First Lien Security Interest in Trademarks]

**TRADEMARK**  
**REEL: 006231 FRAME: 0085**

**GRANTORS:**

**EXACT HOLDING B.V.**

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

Name: *O. KRAP*

Title: *CFO*

**EXACT GROUP B.V.**

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

Name: *O. KRAP*

Title: *CFO*

**EXACT SOFTWARE ERP-NA, LLC**

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

Name: *O. KRAP*

Title: *CFO*

[Signature Page to Release of First Lien Security Interest in Trademarks]

**Schedule 1**

**United States Trademark Registrations**

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>TRADEMARK</u>
EXACT HOLDING B.V. <sup>1</sup>	2822248	EXACT (BLOCK)
EXACT SOFTWARE ERP-NA, LLC	2247662	MAX (BLOCK)
EXACT GROUP B.V.	3849232	EXACT SYNERGY (BLOCK)
EXACT GROUP B.V.	3849233	EXACT SYNERGY ENTERPRISE (BLOCK)

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<sup>1</sup> Trademark registration is beneficially owned by Exact Holdings B.V.; however, the record owner for same is Exact Holdings N.V.