

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM478597

|   |  |                               |                    |
|---|--|-------------------------------|--------------------|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT   |                               |                    |
| <b>NATURE OF CONVEYANCE:</b>  | TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS |                               |                    |
| <b>CONVEYING PARTY DATA</b>   |  |                               |                    |
| <b>Name</b>   | <b>Formerly</b>  | <b>Execution Date</b>         | <b>Entity Type</b> |
| SOCIÉTÉ GÉNÉRALE, as administrative agent   |  | 06/19/2018                    | Bank: FRANCE       |
| <b>RECEIVING PARTY DATA</b>   |  |                               |                    |
| <b>Name:</b>  | X.Commerce, Inc.   |                               |                    |
| <b>Street Address:</b>  | 10401 W. Jefferson Boulevard                               |                               |                    |
| <b>City:</b>  | Culver City  |                               |                    |
| <b>State/Country:</b>   | CALIFORNIA   |                               |                    |
| <b>Postal Code:</b>   | 90232  |                               |                    |
| <b>Entity Type:</b>   | Corporation: DELAWARE                                      |                               |                    |
| <b>PROPERTY NUMBERS Total: 7</b>  |  |                               |                    |
| <b>Property Type</b>  | <b>Number</b>  | <b>Word Mark</b>              |                    |
| <b>Registration Number:</b>   | 4050583  | ECOMMERCE PLATFORM FOR GROWTH |                    |
| <b>Registration Number:</b>   | 4400513  | IMAGINE ECOMMERCE             |                    |
| <b>Registration Number:</b>   | 4556205  | M MAGENTO                     |                    |
| <b>Registration Number:</b>   | 4339148  | M MAGENTO GO                  |                    |
| <b>Registration Number:</b>   | 3697622  | MAGENTO                       |                    |
| <b>Registration Number:</b>   | 4350561  | MAGENTO GO                    |                    |
| <b>Serial Number:</b>   | 85316260   | M GO PLATFORM                 |                    |
| <b>CORRESPONDENCE DATA</b>  |  |                               |                    |
| <b>Fax Number:</b>  |  |                               |                    |
| <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> |  |                               |                    |
| <b>Phone:</b>   | 212-318-6532   |                               |                    |
| <b>Email:</b>   | alanagramer@paulhastings.com                               |                               |                    |
| <b>Correspondent Name:</b>  | Alana Gramer   |                               |                    |
| <b>Address Line 1:</b>  | c/o Paul Hastings LLP                                      |                               |                    |
| <b>Address Line 2:</b>  | 200 Park Avenue, 28th Floor                                |                               |                    |
| <b>Address Line 4:</b>  | New York, NEW YORK 10166                                   |                               |                    |
| <b>NAME OF SUBMITTER:</b>   | ALANA GRAMER   |                               |                    |

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|   |            |
|---|------------|
| <b>SIGNATURE:</b>   | /s/ AG     |
| <b>DATE SIGNED:</b>   | 06/19/2018 |
| <b>Total Attachments: 3</b><br>source=Magento - Trademark Release Magento#page1.tif<br>source=Magento - Trademark Release Magento#page2.tif<br>source=Magento - Trademark Release Magento#page3.tif |            |

**TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**

This TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Termination and Release"), dated as of June 19, 2018, is made by SOCIÉTÉ GÉNÉRALE, as administrative agent (in such capacity, the "Administrative Agent"), in favor of X.Commerce, Inc. (d/b/a Magento, Inc.), a Delaware corporation (the "Grantor"). All capitalized terms used but not otherwise defined herein have the meanings given to them in the Trademark Security Agreement (as defined below).

**WITNESSETH**

WHEREAS, pursuant to (a) that certain Credit Agreement dated as of November 2, 2015, among the parties thereto (the "Credit Agreement") and (b) that certain Guarantee and Collateral Agreement dated as of November 2, 2015, among the parties thereto (the "Guarantee and Collateral Agreement"), the Grantor and the Administrative Agent entered into that certain Trademark Security Agreement, dated as of November 2, 2015 (the "Trademark Security Agreement"), pursuant to which the Grantor pledged, assigned and granted to the Administrative Agent for the benefit of the Secured Parties (as defined in the Guarantee and Collateral Agreement) a security interest in certain Trademarks including, without limitation, those listed on Schedule A hereto;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on November 2, 2015 at Reel 5658/Frame 0033; and


WHEREAS, pursuant to that certain Payoff Letter, dated as of June 19, 2018 the Administrative Agent has agreed to terminate and release any and all security interests it may have in the Trademarks and re-assign and transfer all of its right, title and interest in the Trademarks to the Grantor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and without representation, warranty or recourse of whatsoever kind, the Administrative Agent hereby terminates, releases, discharges and cancels all of its security interests in the Trademarks, and re-assigns, re-conveys and re-transfers any and all rights, title and interest that the Administrative Agent may have in the Trademarks to the Grantor and authorizes this Termination and Release to be recorded with the United States Patent and Trademark Office. The Administrative Agent agrees to execute and deliver to Grantor and its successors, assigns or other legal representatives all documents that Grantor shall reasonably request to evidence such termination and release. The terms of Sections 8.11 and 8.12 of the Guarantee and Collateral Agreement are incorporated herein by reference, mutates mutandis, and the parties hereto agree to such terms.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Administrative Agent has caused this Termination and Release to be duly executed and delivered by its duly authorized officer as of the date first written above.

**SOCIÉTÉ GÉNÉRALE**, as Administrative Agent

By:   
Name: *David M. Villa*  
Title: *Director*

**SCHEDULE A  
TO  
RELEASE OF SECURITY INTEREST  
IN TRADEMARKS**

Registered Trademarks

| <u>Grantor</u>   | <u>Country</u>           | <u>Trademark</u>              | <u>Reg. Date</u> | <u>Reg. No</u> |
|------------------|--------------------------|-------------------------------|------------------|----------------|
| X.Commerce, Inc. | United States of America | ECOMMERCE PLATFORM FOR GROWTH | 01/11/2011       | 4050583        |
| X.Commerce, Inc. | United States of America | IMAGINE ECOMMERCE             | 10/09/2013       | 4400513        |
| X.Commerce, Inc. | United States of America | M MAGENTO & Design            | 06/24/2014       | 4556205        |
| X.Commerce, Inc. | United States of America | M MAGENTO GO & Design         | 05/21/2013       | 4339148        |
| X.Commerce, Inc. | United States of America | MAGENTO                       | 10/20/2009       | 3697622        |
| X.Commerce, Inc. | United States of America | MAGENTO GO                    | 11/06/2013       | 4350561        |

Pending Trademark Applications

| <u>Loan Party</u> | <u>Country</u>           | <u>Trademark</u>       | <u>Appl. Date</u> | <u>Appl. No.</u> |
|-------------------|--------------------------|------------------------|-------------------|------------------|
| X.Commerce, Inc.  | United States of America | M GO PLATFORM & Design | 09/05/2011        | 85/316260        |