

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM488926

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vivint, Inc.		09/06/2018	Corporation: UTAH
Smart Home Pros, Inc.		09/06/2018	Corporation: UTAH
Space Monkey, LLC		09/06/2018	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	101 N Tryon St.
Internal Address:	Mail Code NC1-001-05-45
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255-0001
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 64

Property Type	Number	Word Mark
Registration Number:	4560660	VIVINT.
Registration Number:	4560659	VIVINT.
Registration Number:	4448243	VIVINT.
Registration Number:	4556299	VIVINT.
Registration Number:	4448242	VIVINT.
Registration Number:	4153443	VIVINT.
Registration Number:	4448241	VIVINT.
Registration Number:	4870928	VIVINT.
Registration Number:	4653189	VIVINT.
Registration Number:	4649505	VIVINT.
Registration Number:	4827257	VIVINT.
Registration Number:	4870925	VIVINT.
Registration Number:	4870924	VIVINT.
Registration Number:	4653187	VIVINT.
Registration Number:	4659831	SIMPLY SMARTER
Serial Number:	85198908	LIVE INTELLIGENT

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4388507	VIVINT
Registration Number:	4166498	VIVINT
Registration Number:	4459451	VIVINT
Registration Number:	4392693	VIVINT
Registration Number:	4094587	VIVINT
Registration Number:	4392692	VIVINT
Registration Number:	4795400	VIVINT.
Registration Number:	4795399	VIVINT.
Registration Number:	4795398	VIVINT.
Registration Number:	4799908	VIVINT
Registration Number:	4799907	VIVINT
Registration Number:	4097258	PROTECTING FAMILIES
Registration Number:	4097257	PROTECTING FAMILIES
Registration Number:	4088488	PROTECTING FAMILIES
Registration Number:	4908919	APX ALARM
Registration Number:	5022684	APX ALARM
Registration Number:	4621336	APX ALARM
Registration Number:	4543675	APX ALARM
Registration Number:	4358244	APXALARM
Registration Number:	4560503	APX ALARM
Registration Number:	4533778	APX ALARM
Registration Number:	4874576	APX ALARM
Registration Number:	4735453	APX
Registration Number:	4908925	APX
Registration Number:	4533830	APX
Registration Number:	4224874	ARM
Registration Number:	4373817	ADVANCED RESIDENTIAL MARKETING
Registration Number:	5209591	VIVINT WIRELESS
Registration Number:	4724998	VIVINT.
Registration Number:	4724999	VIVINT.
Registration Number:	5351066	VIVINT SMARTHOME
Registration Number:	5360506	VIVINT.SMARTHOME
Registration Number:	5336140	WE MAKE SMART HOME SIMPLE
Registration Number:	5492575	SMARTHOMEPROS
Registration Number:	5335568	FLO MUSIC
Registration Number:	4873177	
Registration Number:	4581323	PROPS
Registration Number:	4347598	NUDGE

Property Type	Number	Word Mark
Serial Number:	85199004	SIMPLY SMARTER
Serial Number:	86875974	
Serial Number:	87154370	THERE'S NO PLACE LIKE A SMART HOME
Serial Number:	87775262	SMART HOME ASSISTANT
Serial Number:	87166908	VIVINT SMART HOME ASSISTANT
Serial Number:	87261114	VIVINT FLEX
Serial Number:	87278504	LIVE MORE MANAGE LESS
Serial Number:	87512468	STREETY
Serial Number:	87649424	YOUR HOME ON YOUR PHONE
Serial Number:	85063636	APX

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, ECarrera@cahill.com

Correspondent Name: CT Corporation

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER: Elaine Carrera

SIGNATURE: /Elaine Carrera/

DATE SIGNED: 09/06/2018

Total Attachments: 9

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT IS SUBJECT TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT, DATED AS OF NOVEMBER 16, 2012 (AS AMENDED, RESTATED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME), AMONG APX GROUP, INC., THE GRANTORS PARTY THERETO, BANK OF AMERICA, N.A., AS CREDIT AGREEMENT COLLATERAL AGENT (AS DEFINED THEREIN), AND WILMINGTON TRUST, NATIONAL ASSOCIATION, AS NOTES COLLATERAL AGENT (AS DEFINED THEREIN), AND EACH ADDITIONAL COLLATERAL AGENT (AS DEFINED THEREIN) FROM TIME TO TIME PARTY THERETO.

Trademark Security Agreement, dated as of September 6, 2018, by Vivint, Inc., Smart Home Pros, Inc., and Space Monkey, LLC (individually, a “**Grantor**”, and, collectively, the “**Grantors**”), in favor of BANK OF AMERICA, N.A., in its capacity as administrative agent pursuant to the Credit Agreement (in such capacity, the “**Administrative Agent**”).

WITNESSETH:

WHEREAS, the Grantors are party to a Security Agreement, dated as of September 6, 2018 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”) and related Intellectual Property Security Agreements (as defined therein) in favor of the Administrative Agent pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Grantors hereby agree with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Grantor hereby pledges and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral (excluding any Excluded Assets) of such Grantor:

- (a) registered Trademarks of such Grantor listed on Schedule I attached hereto.

SECTION 3. The Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and Grantors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Administrative Agent shall otherwise determine.

SECTION 4. Termination. Upon the termination of the Security Agreement in accordance with Section 6.13 thereof, the Administrative Agent shall, at the expense of such Grantor, execute, acknowledge, and deliver to the Grantors an instrument in writing in recordable form releasing the lien on and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[Signature pages follow.]

VIVINT, INC.

By: 

Name: Dale R. Gerard

Title: Senior Vice President of Finance &
Treasurer

SMART HOME PROS, INC.

By: 

Name: Dale R. Gerard

Title: Senior Vice President of Finance &
Treasurer

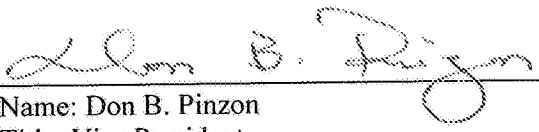
SPACE MONKEY, LLC.

By: 

Name: Dale R. Gerard

Title: Senior Vice President of Finance &
Treasurer

BANK OF AMERICA, N.A., as Administrative Agent

















By: 
Name: Don B. Pinzon
Title: Vice President

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006430 FRAME: 0793

Schedule I
Trademark Registrations and Use Applications

Registrations:


Owner	Serial No. /Reg. No.	Mark	App./Reg. Date
Vivint, Inc.	85/434,507 / 4560660		9/28/2011 / 7/1/2014
Vivint, Inc.	1570643 TMA950188 (Canada)		3/27/2012 9/22/2016
	85/434,497 / 4560659		9/28/2011/ 7/1/2014
Vivint, Inc.	85/434,480 / 4,448,243		9/28/2011 / 12/10/2013
	85/434,472 / 4556299		9/28/2011 / 6/24/2014
Vivint, Inc.	85/434,454 / 4,448,242		9/28/2011 / 12/10/2013
	85/434,450 / 4,153,443		9/28/2011 / 6/5/2012
Vivint, Inc.	85/434,427 / 4,448,241		9/28/2011 / 12/10/2013
	85/434,417 4870928		9/28/2011
Vivint, Inc.	85/434,409 / 4653189		9/28/2011 / 12/9/2014
	85/434,400 / 4649505		9/28/2011 / 12/2/2014
Vivint, Inc.	85/434,391 4827257		9/28/2011 10/6/2015
Vivint, Inc.	85/429,800 4870925		9/22/2011 12/15/2015
Vivint, Inc.	1569966 TMA980822 (Canada)		3/22/2012 9/18/2017
Vivint, Inc.	85/429,796 4870924		9/22/2011 12/15/2015
Vivint, Inc.	85/429,757 / 4653187		9/22/2011 / 12/9/2014
Vivint, Inc.	1530890 / TMA930070 (Canada)	SIMPLY SMARTER	6/8/2011 / 2/26/2016
Vivint, Inc.	1425494 / 1425494 (foreign)	SIMPLY SMARTER	5/17/2011 12/10/2012

Vivint, Inc.	85/199,018 / 4659831	SIMPLY SMARTER	12/15/2010 / 12/23/2014
Vivint, Inc.	85/198,908 (Abandoned)	LIVE INTELLIGENT	12/15/2010
Vivint, Inc.	85/198,898 / 4388507	VIVINT	12/15/2010 / 8/20/2013
Vivint, Inc.	1525994 / TMA876930 (Canada)	VIVINT	5/3/2011 / 5/1/2014
Vivint, Inc.	1422627 / 1422627 (Foreign)	VIVINT	7/20/2012
Vivint, Inc.	966627 / 966627 (Foreign)	VIVINT	10/4/2012 / 4/5/2013
Vivint, Inc.	85/198,894 / 4,166,498	VIVINT	12/15/2010 / 7/3/12
Vivint, Inc.	85/198,893 / 4,459,451	VIVINT	12/15/2010 / 12/31/2013
Vivint, Inc.	966623 / 966623 (Foreign)	VIVINT	10/4/2012 / 4/5/2013
Vivint, Inc.	85/198,890 4,392,693	VIVINT	12/15/2010 / 8/27/2013
Vivint, Inc.	85/198,883 / 4,094,587	VIVINT	12/15/2010 / 1/31/12
Vivint, Inc.	85/198,877 / 4,392,692	VIVINT	12/15/2010 / 8/27/2013
Vivint, Inc.	85/198,875 / 4795400	VIVINT	12/15/2010 / 8/18/2015
Vivint, Inc.	966625 / 966625 (Foreign)	VIVINT	10/4/2012 / 4/5/2013
Vivint, Inc.	85/198,872 / 4795399	VIVINT	12/15/2010 / 8/18/2015
Vivint, Inc.	85/198,869 / 4795398	VIVINT	12/15/2010 / 8/18/2015
Vivint, Inc.	85/198,867 / 4799908	VIVINT	12/15/2010 / 8/25/2015
Vivint, Inc.	85/198,863 / 4799907	VIVINT	12/15/2010 / 8/25/2015
Vivint, Inc.	77/967,364 / 4,097,258	PROTECTING FAMILIES	3/24/2010 / 2/7/12
Vivint, Inc.	1497011 (Foreign)	PROTECTING FAMILIES	9/23/2010
Vivint, Inc.	77/967,357 / 4,097,257	PROTECTING FAMILIES	3/24/2010 / 2/7/12
Vivint, Inc.	77/967,333 / 4,088,488	PROTECTING FAMILIES	3/24/2010 / 1/17/2012
Vivint, Inc.	1497010 (Foreign)	PROTECTING FAMILIES. SECURING FUTURES.	9/23/2010
Vivint, Inc.	77/566,649 / 4908919	APX Alarm	9/10/2008 / 3/1/2016
Vivint, Inc.	77/566643	APX Alarm	9/10/2008

	5022684		8/16/2016
Vivint, Inc.	77/566,613 / 4621336	APX Alarm	9/10/2008 / 10/14/2014
Vivint, Inc.	77/566,623 4,543,675	APX Alarm	9/10/2008 06/03/2014
Vivint, Inc.	77/566,641 4,358,244	APX Alarm	9/10/2008 / 6/25/2013
Vivint, Inc.	77/566,634 / 4560503	APX Alarm	9/10/2008 / 7/1/2014
Vivint, Inc.	77/566,628 4,533,778	APX Alarm	9/10/2008 5/20/2014
Vivint, Inc.	77/566,618 4874576	APX Alarm	9/10/2008 12/22/2015
Vivint, Inc.	1497016 / TMA860588 (Canada)	APX	9/23/2010 / 9/28/2013
Vivint, Inc.	85/063,642 / 4735453	APX	6/15/2010 / 5/12/2015
Vivint, Inc.	85/063,639 / 4908925	APX	6/15/2010 / 3/1/2016
Vivint, Inc.	85/063,632 4,533,830	APX	6/15/2010 05/20/2014
Smart Home Pros, Inc.	85/541364 / 4,224,874	 ARMANCED ENTIAL MARKETING	2/13/2012 / 10/16/2012
Smart Home Pros, Inc.	85/537448 / 4,373,817		2/8/2012 / 7/23/2013
Vivint, Inc.	85/858009 / 5209591	VIVINT WIRELESS	2/22/2013 / 5/23/2017
Vivint, Inc.	86/182498 / 4724998	VIVINT	2/3/2014 / 4/21/2015
Vivint, Inc.	86/182505 / 4724999		2/3/2014 / 4/21/2015
Vivint, Inc.	86/765749 / 5351066	VIVINT SMARTHOME	9/23/2015 / 12/5/2017
Vivint, Inc.	86/890338 / 5360506	VIVINT.SMARTHOME	1/28/2016 / 12/19/2017
Vivint, Inc.	1334579 / 1335479 (Foreign)	VIVINT.SMARTHOME	7/28/2016 / 7/28/2016
Vivint, Inc.	1335479 1335479 (Foreign)	VIVINT.SMARTHOME	7/28/2016 7/28/2016
Vivint, Inc.	1335479 WO1335479	VIVINT.SMARTHOME	7/28/2016 7/28/2016
Vivint, Inc.	86/949368 / 5336140	WE MAKE SMART HOME SIMPLE	3/22/2016 / 11/14/2017

Smart Home Pros, Inc.	86/781154 / 5492575	SMART HOME PROS	25 35
Space Monkey, LLC	87975089 / 5335568	FLO MUSIC	6/17/2016 11/14/2017
Space Monkey, LLC	86540723 / 4873177	DESIGN ONLY	2/20/2015 12/22/2015
Space Monkey, LLC	85929604 / 4581323	PROPS	5/13/2013 8/5/2014
Space Monkey, LLC	85528811 / 4347598	NUDGE	1/30/2012 6/4/20103

Applications:

Serial No. /Reg. No.	Owner	Mark	Filing Date/Reg. Date	Classes
85199004 (Abandoned)	Vivint, Inc.	SIMPLY SMARTER	12/15/2010	9
86875974 (Pending ITU)	Smart Home Pros, Inc.		1/14/2016	25
87154370 (Pending ITU)	Vivint, Inc.	THERE'S NO PLACE LIKE A SMART HOME	8/29/2016	9 35 37 42 45
87775262	Vivint, Inc.	SMART HOME ASSISTANT	1/29/2018	9 42
87166908 (Pending ITU)	Vivint, Inc.	VIVINT SMART HOME ASSISTANT	9/9/2016	9 42
87261114 (Pending ITU)	Vivint, Inc.	VIVINT FLEX	12/7/2016	36
87278504 (Pending ITU)	Vivint, Inc.	LIVE MORE MANAGE LESS	12/22/2016	9 35 37 42 45
87512468	Vivint, Inc.	STREETY	6/30/2017	9 42
87649424 (Pending ITU)	Vivint, Inc.	YOUR HOME ON YOUR PHONE	10/17/2017	9
85/063,636 (Pending ITU)	Vivint, Inc.	APX	6/15/2010	

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):

- 1. Vivint, Inc.
- 2. Smart Home Pros, Inc.
- 3. Space Monkey, LLC

- Individual(s) Association
 Partnership Limited Partnership
 Corporation- State: _____
 Other 1. Corp.-UT; 2. Corp.-UT; 3. LLC-DE

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

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

Execution Date(s) September 6, 2018

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A.

Street Address: 101 N Tryon St., Mail Code NC1-001-05-45

City: Charlotte

State: NC

Country: USA Zip: 28255-0001

- Individual(s) Citizenship _____
 Association Citizenship USA
 Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____

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

See Schedule I

B. Trademark Registration No.(s)

See Schedule I

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:

64

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

Signature

September 6, 2018

Date

Elaine Carrera

Name of Person Signing

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

9

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

RECORDED: 09/06/2018

REEL: 006430 FRAME: 0798