

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM497058

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	PARTIAL RELEASE OF SECURITY INTEREST IN CERTAIN TRADEMARK COLLATERAL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
UBS AG, STAMFORD BRANCH		02/28/2018	U.S. SUBSIDIARY OF UBS AG: SWITZERLAND
RECEIVING PARTY DATA			
Name:	HAPPY STUDIO, INC.		
Street Address:	500 Staples Drive		
City:	Framingham		
State/Country:	MASSACHUSETTS		
Postal Code:	01702		
Entity Type:	Corporation: DELAWARE		
Name:	QUILL LINCOLNSHIRE, INC.		
Street Address:	500 Staples Drive		
City:	Framingham		
State/Country:	MASSACHUSETTS		
Postal Code:	01702		
Entity Type:	Corporation: DELAWARE		
Name:	SCHOOLKIDZ.COM, LLC		
Street Address:	500 Staples Drive		
City:	Framingham		
State/Country:	MASSACHUSETTS		
Postal Code:	01702		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	STAPLES CONTRACT & COMMERCIAL, INC.		
Street Address:	500 Staples Drive		
City:	Framingham		
State/Country:	MASSACHUSETTS		
Postal Code:	01702		
Entity Type:	Corporation: DELAWARE		
Name:	STAPLES, INC.		
Street Address:	500 Staples Drive		
City:	Framingham		
TRADEMARK			

State/Country:	MASSACHUSETTS
Postal Code:	01702
Entity Type:	Corporation: DELAWARE
Name:	STAPLES BRANDS INC.
Street Address:	500 Staples Drive
City:	Framingham
State/Country:	MASSACHUSETTS
Postal Code:	01702
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2548175	GRADEREADY
Registration Number:	2188851	HELPING YOU MAKE THE GRADE!
Registration Number:	2724741	KINDERGARTEN WELCOME MAT
Registration Number:	2500309	KITS FOR KIDZ
Registration Number:	3585268	SCHOOLKIDZ
Registration Number:	2545360	SCHOOLKIDZ.COM
Registration Number:	2235790	TEACHER TAILORED
Registration Number:	2339302	TEACHER'SBEST

CORRESPONDENCE DATA

Fax Number: 2124464900

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.

Email: susan.zablocki@kirkland.com

Correspondent Name: SUSAN ZABLOCKI

Address Line 1: Kirkland & Ellis LLP

Address Line 2: 601 Lexington Avenue

Address Line 4: NEW YORK, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	43520-1
NAME OF SUBMITTER:	Susan Zablocki
SIGNATURE:	/susan zablocki/
DATE SIGNED:	11/06/2018

Total Attachments: 3

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**PARTIAL RELEASE OF SECURITY INTEREST IN
CERTAIN TRADEMARK COLLATERAL**

This RELEASE, dated as of February 28, 2018, is made by **UBS AG, STAMFORD BRANCH**, in its capacity as collateral agent for the Secured Parties (in such capacity, together with any successor thereof, the "Term Loan Agent"), pursuant to the Credit Agreement, dated as of September 12, 2017 (as amended, restated, replaced, refinanced, supplemented or otherwise modified from time to time, the "Credit Agreement") and the Security Agreement, dated as of September 12, 2017 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"). Capitalized terms not otherwise defined herein have the meaning assigned to them in the Credit Agreement.

W I T N E S S E T H

WHEREAS, **HAPPY STUDIO, INC.**, a Delaware corporation, **QUILL LINCOLNSHIRE, INC.**, a Delaware corporation, **SCHOOLKIDZ.COM, LLC**, a Delaware limited liability company, **STAPLES CONTRACT & COMMERCIAL, INC.**, a Delaware corporation, **STAPLES, INC.**, a Delaware corporation and **STAPLES BRANDS INC.**, a Delaware corporation (the "Grantors") and the Term Loan Agent are parties to the Security Agreement;

WHEREAS, pursuant to the Security Agreement, the Grantors executed the Intellectual Property Security Agreement, dated September 12, 2017 and recorded with the U.S. Patent and Trademark Office on September 14, 2017 at Reel 6153 Frame 0865 (the "Trademark Security Agreement"), pursuant to which the Grantors pledged and granted to the Term Loan Agent for the benefit of the Secured Parties a security interest in all of their right, title and interest in and to the Collateral (as defined in the Trademark Security Agreement); and

WHEREAS, in connection with the divestiture of the business of providing products and solutions for schools, parent groups, businesses and organization currently operated by some of the Grantors under the "SchoolKidz" brand, the Term Loan Agent has agreed to terminate and release its security interest in certain trademarks included in the Collateral as specified in Schedule I hereto (such scheduled trademarks, the "Released Trademarks").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Term Loan Agent agrees as follows:

The Term Loan Agent hereby RELEASES, without recourse, representation or warranty their security interest in all of the Released Trademarks, and REASSIGNS to the applicable Grantor(s), without recourse, representation or warranty all of its right, title and interest in, to and under the Released Trademarks of such Grantor.

[Signature Page Follows]

IN WITNESS WHEREOF, the Term Loan Agent has caused this Release to be duly executed and delivered as of the date first written above.

UBS AG, STAMFORD BRANCH,
as Term Loan Agent

By: 
Name: Darlene Arias
Title: Director

By: 
Name: Craig Pearson
Title: Associate Director

[Signature page to Partial Release of Security Interest in Certain Trademark Collateral]

**SCHEDULE I
TO
PARTIAL RELEASE OF SECURITY INTEREST IN CERTAIN TRADEMARK COLLATERAL**

UNITED STATES TRADEMARK REGISTRATIONS

Trademark	Status	Registration No.	Registration Date
GRADERREADY	Registered	2548175	12-Mar-2002
HELPING YOU MAKE THE GRADE!	Registered	2188851	15-Sep-1998
KINDERGARTEN WELCOME MAT	Registered	2724741	10-Jun-2003
KITS FOR KIDZ	Registered	2500309	23-Oct-2001
SCHOOLKIDZ	Registered	3585268	10-Mar-2009
SCHOOLKIDZ.COM	Registered	2545360	05-Mar-2002
TEACHER TAILORED	Registered	2235790	30-Mar-1999
TEACHER'S BEST	Registered	2339302	04-Apr-2000