

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM501551

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PEGASUS OPTIMIZATION MANAGERS, LLC		11/15/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMORGAN CHASE BANK, N.A., as Administrative Agent		
Street Address:	10 S. Dearborn		
Internal Address:	7th Floor		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	86972930	PEGASUS OPTIMIZATION MANAGERS LLC	
CORRESPONDENCE DATA			
Fax Number:	6502515002		
<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:	6502515123		
Email:	jmull@stblaw.com		
Correspondent Name:	Marissa Lambert		
Address Line 1:	2475 Hanover Street		
Address Line 4:	Palo Alto, CALIFORNIA 94304		
ATTORNEY DOCKET NUMBER:	509265/2145		
NAME OF SUBMITTER:	J. Jason Mull		
SIGNATURE:	/J. Jason Mull/		
DATE SIGNED:	12/11/2018		
Total Attachments: 5			
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**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the “Confirmatory Grant”) is made effective as of November 15, 2018 by and from PEGASUS OPTIMIZATION MANAGERS, LLC, a Delaware limited liability company (the “Grantor”), to and in favor of JPMORGAN CHASE BANK, N.A., (the “Grantee”) for itself and as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below).

WHEREAS, Grantor, the other Loan Parties, the Lenders and Grantee have entered into that certain Credit Agreement, dated as of November 15, 2018 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”).

WHEREAS, the Grantor, the other Loan Parties and Grantee have entered into that certain Pledge and Security Agreement, dated as of November 15, 2018 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”).

WHEREAS, the Grantor owns the trademarks (the “Trademarks”) listed on Exhibit A attached hereto, which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meanings given to them in the Credit Agreement or Security Agreement, as applicable.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the prompt and complete performance and payment of all the Obligations. Upon payment in full, the security interest acquired by Grantee under this Confirmatory Grant shall be automatically released and Grantee shall promptly execute, acknowledge and deliver to Grantor all reasonably requested instruments, in writing or otherwise, evidencing such release.

(b) The Grantor hereby pledges, assigns and grants to Grantee, on behalf of and for the ratable benefit of the Secured Parties, a security interest in all of Grantor's right, title and

interest in, to and under the following assets, whether now owned by or owing to, or hereafter acquired by or arising in favor of Grantor:

1. All Trademarks listed on Exhibit A (except for foreign Trademarks and intent-to-use trademark applications prior to the filing and acceptance of a “Statement of Use” or “Amendment to Allege Use”). Nothing herein shall limit the Grantor’s grant of a security interest in the foregoing assets or any other Collateral in favor of the Grantee to secure the Obligations pursuant to the Security Agreement or any other Loan Documents, all of which grants are hereby reaffirmed, ratified and confirmed.

2. Counterparts. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

3. Governing Law. THIS CONFIRMATORY GRANT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest in United States Trademarks effective as of the date first written above.

PEGASUS OPTIMIZATION MANAGERS, LLC

By:

Name:

Title:



Carlos Rodriguez
Chief Financial Officer

Signature Page for Grant of
Security Interest in United States Trademarks

TRADEMARK
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JPMORGAN CHASE BANK, N.A.

By: *C Brooks*

Name: Candice Brooks

Title: Authorized Officer

Signature Page for Grant of
Security Interest in United States Trademarks

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CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

Exhibit A - SCHEDULE OF TRADEMARKS

Name of Grantor	Trademark	Filing date	Application No.
Pegasus Optimization Managers, LLC	PEGASUS OPTIMIZATION MANAGERS LLC (Stylized/Design)	April 12, 2016	86972930