

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM522045

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMORGAN CHASE BANK, N.A.		05/02/2019	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Carrot Creative, LLC		
Street Address:	45 Main Street		
Internal Address:	Suite 1101		
City:	Brooklyn		
State/Country:	NEW YORK		
Postal Code:	11201		
Entity Type:	Limited Liability Company: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5266325	CARROT CREATIVE	
CORRESPONDENCE DATA			
Fax Number:	6173382880		
<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:	6173382923		
Email:	trademark@sandw.com		
Correspondent Name:	Kimberly B. Herman		
Address Line 1:	One Post Office Square		
Address Line 4:	Boston, MASSACHUSETTS 02109		
NAME OF SUBMITTER:	Kimberly B. Herman		
SIGNATURE:	/Kimberly B. Herman/		
DATE SIGNED:	05/03/2019		
Total Attachments: 5			
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This Release of Security Interest in Trademarks (this “Release”) is made as of May 2, 2019 by JPMorgan Chase Bank, N.A., as Domestic Administrative Agent under the Credit Agreement (as defined below) (in such capacity, together with its successors and assigns, the “Domestic Administrative Agent”), in favor of Vice Media LLC, a Delaware limited liability company, and Carrot Creative LLC, a New York limited liability company (Vice Media LLC and Carrot Creative LLC, together, the “Grantors”). Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Trademark Security Agreement (as defined below).

WHEREAS, the Grantors and the Domestic Administrative Agent are parties to that certain Amended and Restated Credit, Security, Guaranty and Pledge Agreement, dated as of March 29, 2018 (the “Credit Agreement”);

WHEREAS, in connection with the Credit Agreement, the Grantors and the Domestic Administrative Agent entered into that certain Trademark Security Agreement dated as of September 30, 2017 (the “Trademark Security Agreement”), pursuant to which each of the Grantors granted to the Domestic Administrative Agent (for the benefit of the Secured Parties (as defined in the Credit Agreement)), a security interest in the Trademark Collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on November 6, 2017 at Reel 6197 and Frame 0859;

WHEREAS, the Credit Agreement has been terminated and the liens and security interests granted pursuant thereto have been released; and

WHEREAS, the Grantors have requested that the Domestic Administrative Agent release, terminate and extinguish, and the Domestic Administrative Agent has agreed to release, terminate and extinguish, its security interest in the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Domestic Administrative Agent hereby unconditionally and expressly releases, terminates and extinguishes in their entirety all liens, assignments and security interests in and to the Trademark Collateral granted to the Domestic Administrative Agent under the Trademark Security Agreement, including, without limitation, the Trademarks and Trademark licenses set forth on Schedule A attached hereto and made a part hereof.
2. The Trademark Security Agreement is hereby terminated, effective immediately, and shall be of no further force or effect.
3. The Domestic Administrative Agent hereby authorizes each Grantor or the applicable Grantor’s authorized representative to record this Release with the United States Patent and Trademark Office. The Domestic Administrative Agent consents and agrees to execute and deliver, at the request and cost of a Grantor or any successor-in-interest or assignee thereof, such further instruments, documents, and release forms as such Grantor may reasonably request to

more effectively release, terminate and extinguish any security interests of the Domestic Administrative Agent in the Trademark Collateral. This Release shall be binding upon the Domestic Administrative Agent's legal representatives, assigns and successors.


4. This Release may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument. Delivery of an executed counterpart of this Release by electronic means shall be equally effective as delivery of a manually executed counterpart hereof.

5. This Release shall be governed by and construed in accordance with the laws of the State of New York and the applicable federal laws of the United States of America, without regard to any conflict of laws principles that would result in the application of the laws of another jurisdiction.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the parties hereto has caused this Release of Security Interest in Trademarks to be duly executed by its respective duly Authorized Officer as of the date first set forth above.

JPMORGAN CHASE BANK, N.A., as
Domestic Administrative Agent

By: 

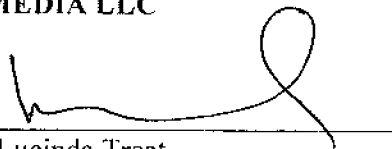
Name:

Title: Gina Park
Vice President

[Signature Page to Release of Security Interest in Trademarks]

ACKNOWLEDGED AND AGREED:

VICE MEDIA LLC

By: 
Name: Lucinda Treat
Title: Chief Legal Officer & Secretary

CARROT CREATIVE LLC

By: 
Name: Lucinda Treat
Title: Chief Legal Officer & Secretary

[Signature Page to Release of Security Interest in Trademarks]

Schedule A

TRADEMARKS

Country	Owner	Application Number	Registration Number	Date of Registration	Trademark
Argentina	Vice Media LLC	3418888	2894120	07-Jul-17	GAYCATION
Brazil	Fight LLC	909099022	909099022	01-Aug-17	FIGHTLAND
Brazil	Fight LLC	909099073	909099073	01-Aug-17	FIGHTLAND
Brazil	Vice Media LLC	909223297	909223297	15-Aug-17	WEEDIQUETTE
Brazil	Vice Media LLC	909223319	909223319	15-Aug-17	WEEDIQUETTE
European Union	Vice Media LLC	017128505	N/A	N/A	TONIC
South Africa	Fight LLC	2015/05132	2015/05132	03-Aug-17	FIGHTLAND
South Africa	Fight LLC	2015/05133	2015/05133	03-Aug-17	FIGHTLAND
United States	Carrot Creative, LLC	86415874	5266325	15-Aug-17	CARROT CREATIVE