

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM537422

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CAPITAL SOUTHWEST CORPORATION		08/19/2019	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	TINUITI INC.		
Street Address:	142 W. 36TH STREET, FLOOR 11		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4768125	PERFORMANCE DRIVEN DIGITAL MARKETING	
Registration Number:	4768124	ELITE SEM	
CORRESPONDENCE DATA			
Fax Number:	6175265000		
<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:	617-526-6000		
Email:	whiptrademark@wilmerhale.com		
Correspondent Name:	BENJAMIN S. FERNANDEZ, ESQ.		
Address Line 1:	1225 SEVENTEENTH STREET, SUITE 2600		
Address Line 2:	WILMER CUTLER PICKERING HALE AND DORRLLP		
Address Line 4:	DENVER, COLORADO 80202		
ATTORNEY DOCKET NUMBER:	2214526.128		
NAME OF SUBMITTER:	BENJAMIN S. FERNANDEZ, ESQ.		
SIGNATURE:	/s/ Benjamin S. Fernandez		
DATE SIGNED:	08/20/2019		
Total Attachments: 4			
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RELEASE OF INTELLECTUAL PROPERTY SECURITY INTEREST

This RELEASE OF INTELLECTUAL PROPERTY SECURITY INTEREST (this “**Release**”) is made and effective as of August 19, 2019, and granted by CAPITAL SOUTHWEST CORPORATION, as administrative agent (together with its successors and assigns in such capacity, the “**Administrative Agent**”), in favor of TINUITI INC. (formerly known as ELITE SEM INC.), a Delaware corporation (together with its successors and assigns, the “**Assignor**”).

WHEREAS, the Assignor executed and delivered to the Administrative Agent that certain Collateral Assignment of Trademarks (the “**Collateral Assignment**”), dated as of February 1, 2017, between the Assignor and the Administrative Agent, for the benefit of the Secured Creditors (as defined in the Security Agreement defined therein);

WHEREAS, pursuant to the Collateral Assignment, the Assignor pledged and granted to the Administrative Agent for the ratable benefit of the Secured Creditors a security interest in and to all of the right, title and interest of such Assignor in, to and under the Trademarks (as defined below);

WHEREAS, the Collateral Assignment was recorded with the United States Patent and Trademark Office at Reel 5987, Frame 0740 on February 13, 2017; and

WHEREAS, the Assignor has requested that the Administrative Agent enter into this Release in order to effectuate, evidence and record the release and reassignment to the Assignor of any and all right, title and interest that the Administrative Agent may have in the Trademarks pursuant to the Collateral Assignment.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Administrative Agent hereby states as follows:

Definitions. The following term has the meaning set forth below:

“**Trademark**” means all of the Assignor’s right, title, and interest in and to: (i) all of the trademarks, trade names and service marks registered with the United States Patent and Trademark Office (including, without limitation, those listed on Schedule 1 hereto); (ii) all applications for trademarks, trade names and service marks filed with the United States Patent and Trademark Office (including, without limitation, those listed on Schedule 1 hereto); (iii) all trademarks, trade names and service marks registered with any office, agency or other governmental authority of any other country or an province, department or other governmental subdivision thereof; (iv) all applications for trademarks to be issued by any office, agency or other governmental authority referred to in clause (iii) above; (v) all registrations and recordings with respect to any of the foregoing; (vi) all reissues, continuations, continuations-in-part, extensions, renewals and divisions of any of the foregoing; (vii) all corporate names, business names, trade styles, logos, other source or business identifiers; all information, customer lists, identification of supplier, data, plans, blueprints, specifications, designs, drawings, recorded knowledge, surveys, engineering

reports, test reports, manuals, materials standards, processing standards, performance standards, catalogs, computer and automatic machinery software and programs, and the like pertaining to operations by the Assignor in, on or about any of its plants or warehouses; all field repair data, sales data and other information relating to sales or service of products now or hereafter manufactured on or about any of its plants; and all accounting information pertaining to operations in, on or about any of its plants and all media in which or on which all of the information or knowledge or data or records relating to its plants and warehouses may be recorded or stored and all computer programs used for the compilation or printout of such information, knowledge, records or data, and the Administrative Agent shall keep all such information, knowledge, records or data strictly confidential in accordance with the Credit Agreement; (viii) all licenses and other agreements relating in whole or in part to any trademarks, inventions, processes, production methods, proprietary information or know-how covered by any of the foregoing, including all rights to payments in respect thereof; (ix) all rights to sue for past, present or future infringements of any of the foregoing; (x) all good will related to any of the foregoing; (xi) to the extent not included above, all general intangibles (as such term is defined in the Uniform Commercial Code) of the Assignor related to the foregoing; and (xii) all proceeds of any and all of the foregoing.

Release of Security Interest. The Administrative Agent hereby terminates, releases and discharges any and all security interests that it has pursuant to the Collateral Assignment in the Trademarks.

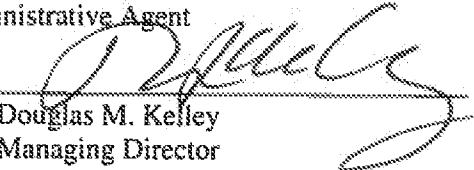
Further Assurances. The Administrative Agent agrees, at the Assignor's sole cost and expense, to take all further actions, and provide to the Assignor and its successors, assigns and legal representatives all such cooperation and assistance, including, without limitation, the execution and delivery of any and all further documents or other instruments, as the Assignor and its successors, assigns and legal representatives may reasonably request in order to confirm, effectuate or record this Release.

Governing Law. This Release and any claim, controversy, dispute or cause of action (whether in contract or tort or otherwise) based upon, arising out of or relating to this Release and the transactions contemplated hereby shall be governed by, and construed in accordance with, the laws of the United States and the State of Texas, without giving effect to any choice or conflict of law provision or rule.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK;
SIGNATURE PAGE FOLLOWS]

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

CAPITAL SOUTHWEST CORPORATION,
as Administrative Agent

By: 
Name: Douglas M. Kelley
Title: Managing Director

Address for Notices

5400 LBJ Freeway, Suite 1300
Dallas, Texas 75240
Attention: Douglas Kelley
Facsimile: 214-238-5701

SCHEDULE 1

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
PERFORMANCE DRIVEN DIGITAL MARKETING	4,768,125	July 7, 2015
ELITE SEM	4,768,124	July 7, 2015