

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM570491

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	TERMINATION AND RELEASE OF FIRST PRIORITY AND JUNIOR PRIORITY SECURITY INTEREST IN TRADEMARK RIGHTS		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
DEUTSCHE BANK TRUST COMPANY AMERICAS		04/01/2020	BANKING CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	VIRGIN MOBILE USA, L.P.		
<b>Street Address:</b>	6200 SPRINT PARKWAY		
<b>City:</b>	OVERLAND PARK		
<b>State/Country:</b>	KANSAS		
<b>Postal Code:</b>	66251		
<b>Entity Type:</b>	Limited Partnership: DELAWARE		
<b>PROPERTY NUMBERS Total: 9</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4335891	A HIGHER CALLING	
<b>Registration Number:</b>	3978878	ASSURANCE WIRELESS	
<b>Registration Number:</b>	4219384	CHASER	
<b>Registration Number:</b>	3962866	COMMON CENTS MOBILE	
<b>Registration Number:</b>	3962955	COMMON CENTS MOBILE	
<b>Registration Number:</b>	3410079	CONTACT VAULT	
<b>Registration Number:</b>	3596600	HELIO	
<b>Registration Number:</b>	4042899	PAYLO	
<b>Registration Number:</b>	3926660	ROUND DOWN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2124552502		
<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>			
<b>Phone:</b>	(212)455-3605		
<b>Email:</b>	ksolomon@stblaw.com		
<b>Correspondent Name:</b>	GENEVIEVE DORMENT, ESQ.		
<b>Address Line 1:</b>	SIMPSON THACHER & BARTLETT LLP		
<b>Address Line 2:</b>	425 LEXINGTON AVENUE		
<b>Address Line 4:</b>	NEW YORK, NEW YORK 10017		

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TRADEMARK

<b>ATTORNEY DOCKET NUMBER:</b>	509265/1490
<b>NAME OF SUBMITTER:</b>	GENEVIEVE DORMENT
<b>SIGNATURE:</b>	/GD/
<b>DATE SIGNED:</b>	04/03/2020

**Total Attachments: 3**

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**TERMINATION AND RELEASE OF  
FIRST PRIORITY AND JUNIOR PRIORITY SECURITY INTEREST IN TRADEMARK  
RIGHTS**

TERMINATION AND RELEASE dated as of April 1, 2020, from DEUTSCHE BANK TRUST COMPANY AMERICAS, as Collateral Trustee (the "Collateral Trustee") to VIRGIN MOBILE USA, L.P., a Delaware limited partnership (the "Grantor").

WITNESSETH:

WHEREAS, pursuant to the Security Agreement, dated as of February 3, 2017, in favor of the Collateral Trustee (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Security Agreement"), Grantor granted a security interest (the "Security Interest") to the Collateral Trustee in certain collateral, including Trademarks;

WHEREAS, pursuant to that certain Grant of First Priority and Junior Priority Security Interest in Trademark Rights dated as of February 3, 2017, among the Collateral Trustee and Grantor (the "Trademark Security Agreement"), Grantor, by reference to the Security Agreement, reaffirmed its intent to grant the Security Interest to the Collateral Trustee specifically in certain Collateral (as that term is defined in the Trademark Security Agreement);

WHEREAS, the Trademark Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on March 6, 2017 at Reel 6002 and Frame 0028.

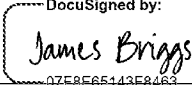
WHEREAS, the Collateral Trustee now desires to terminate and release the entirety of its Security Interest in the Collateral;

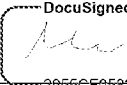
NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Collateral Trustee hereby states as follows:

1. Definitions. Capitalized terms used in this Termination and Release and not otherwise defined herein have the meanings specified in the Trademark Security Agreement.
2. Release of Security Interest. The Collateral Trustee hereby terminates, releases and discharges, without recourse, representation or warranty, its Security Interest in the Collateral, and any right, title or interest of the Collateral Trustee in such Collateral shall hereby cease and become void.
3. Further Assurances. The Collateral Trustee hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably requested and prepared by the Grantor to effect the release of the Security Interest contemplated hereby, which shall be at Grantor's sole cost and expense.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Trustee

DocuSigned by:  
  
By: \_\_\_\_\_  
Name: James Briggs  
Title: Vice President

DocuSigned by:  
  
By: \_\_\_\_\_  
Name: Mary Coseo  
Title: Vice President

**SCHEDULE A**

<b>Owner</b>	<b>Trademark</b>	<b>Status</b>	<b>App. No.</b>	<b>Reg. No.</b>	<b>File Date</b>	<b>Reg. Date</b>
Virgin Mobile USA, L.P.	A Higher Calling	Registered	85524586	4335891	25-Jan-12	14-May-13
Virgin Mobile USA, L.P.	ASSURANCE WIRELESS	Registered	77859305	3978878	28-Oct-09	14-Jun-11
Virgin Mobile USA, L.P.	CHASER	Registered	85461447	4219384	1-Nov-11	2-Oct-12
Virgin Mobile USA, L.P.	Common Cents Mobile	Registered	77919485	3962866	25-Jan-01	17-May-11
Virgin Mobile USA, L.P.	Common Cents Mobile Logo w/C Design	Registered	77938053	3962955	17-Feb-10	17-May-11
Virgin Mobile USA, L.P.	CONTACT VAULT	Registered	77136511	3410079	21-Mar-07	8-Apr-08
Virgin Mobile USA, L.P.	HELIO	Registered	78689188	3596600	9-Aug-05	24-Mar-09
Virgin Mobile USA, L.P.	PAYLO (Stylized)	Registered	85026067	4042899	29-Apr-10	18-Oct-11
Virgin Mobile USA, L.P.	ROUND DOWN	Registered	77880724	3926660	25-Nov-09	1-Mar-11