

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM579156

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NOTICE OF SUCCESSION OF AGENCY REEL/FRAME 6169/0659		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		05/22/2020	National Banking Association:
RECEIVING PARTY DATA			
Name:	Wilmington Trust, National Association		
Street Address:	1100 North Market Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19890		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 17			
Property Type	Number	Word Mark	
Serial Number:	75821055	BLUE MAN GROUP	
Serial Number:	75821074	BLUE MAN GROUP	
Serial Number:	76257345	BLUE MAN GROUP	
Serial Number:	76385635	BLUE MAN GROUP	
Serial Number:	76385636	BLUE MAN GROUP	
Serial Number:	76385637	BLUE MAN GROUP	
Serial Number:	76385638	BLUE MAN GROUP	
Serial Number:	77176871	BLUE MAN GROUP	
Serial Number:	77388103	BLUE MAN GROUP	
Serial Number:	78311760	BLUE MAN GROUP	
Serial Number:	86812088	BLUE MAN GROUP DARE TO LIVE IN FULL COLO	
Serial Number:	86440037	BEZ	
Serial Number:	86440021	BEZZIE	
Serial Number:	86440043	BROX	
Serial Number:	86424927	EMOBOTS	
Serial Number:	86332727	EMOTIBOTS	
Serial Number:	86333877	EMOTIBOTZ	
CORRESPONDENCE DATA			

OP \$440.00 75821055

Fax Number: 2128366590

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.

Phone: 212.836.7793

Email: Stivens.Ovalle@arnoldporter.com

Correspondent Name: Stivens Ovalle c/o Arnold & Porter

Address Line 1: 250 West 55th Street

Address Line 4: New York, NEW YORK 10019-9710

NAME OF SUBMITTER:	Stivens Ovalle
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SIGNATURE:	/s/ Stivens Ovalle
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DATE SIGNED:	06/02/2020
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Total Attachments: 4

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NOTICE OF SUCCESSION OF AGENCY
REEL/FRAME 6169/0659

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of May 22, 2020 (the “Effective Date”), is executed by Bank of America, N.A., in its capacity as Administrative Agent and Collateral Agent under the Credit Agreement (as defined below) (the “Prior Agent”), and Wilmington Trust, National Association, in its capacity as Administrative Agent and Collateral Agent pursuant to the Agency Replacement Agreement (as defined below) (the “Successor Agent”).

WHEREAS, pursuant to that certain Second Lien Credit Agreement, dated as of July 8, 2015 (as amended, supplemented, amended and restated or otherwise modified prior to the date hereof, the “Credit Agreement”), by and among CDS U.S. Intermediate Holdings, Inc. (the “U.S. Borrower”), Cirque du Soleil Canada Inc. (the “Canadian Borrower” and, together with the U.S. Borrower, the “Borrowers”), the Prior Agent and certain other parties thereto, the Prior Agent and certain grantor parties identified on the signature page thereto (the “Grantors”) entered into that certain Second Lien Pledge and Security Agreement, dated as of July 8, 2015 (as amended, supplemented, amended and restated or otherwise modified prior to the date hereof, the “Security Agreement”), and the Second Lien Trademark Security Agreement, dated as of September 29, 2017 (the “Trademark Security Agreement”), pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on October 3, 2017 at Reel/Frame 6169/0659, with respect to the trademarks identified on Schedule A attached hereto; and

WHEREAS, the Prior Agent, the Successor Agent, the Borrowers and certain other parties have entered into that certain Agency Resignation, Appointment, Assignment and Assumption Agreement, dated as of May 22, 2020 (the “Agency Replacement Agreement”), whereby the Prior Agent resigned as Administrative Agent and Collateral Agent and is succeeded to and replaced by the Successor Agent as Administrative Agent and Collateral Agent.

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

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Agency Replacement Agreement.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Agency Replacement Agreement, the Prior Agent has ceased to be Administrative Agent and Collateral Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent and Collateral Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

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IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective Date:

BANK OF AMERICA, N.A., as Collateral
Agent

By:  _____

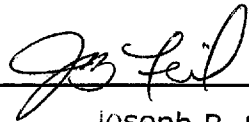
Name: Cindy Jordan

Title: AVP

[Signature Page to Notice of Succession of Trademark (BMG)]

TRADEMARK
REEL: 006950 FRAME: 0905

WILMINGTON TRUST,
NATIONAL ASSOCIATION,
as the Successor Agent

By: 
Name: Joseph B. Feil
Title: Vice President

Schedule A

Registrations/Applications:

	Owner	Trademark	Serial No.	Filing Date	Reg. No.	Reg. Date
1.	Blue Man IP, LLC	BLUE MAN GROUP	75821055	10/12/1999	2450660	05/15/2001
2.	Blue Man IP, LLC	BLUE MAN GROUP	75821074	10/12/1999	2438222	03/27/2001
3.	Blue Man IP, LLC	BLUE MAN GROUP	76257345	05/15/2001	2617550	09/10/2002
4.	Blue Man IP, LLC	BLUE MAN GROUP	76385635	03/21/2002	2677610	01/21/2003
5.	Blue Man IP, LLC	BLUE MAN GROUP	76385636	03/21/2002	2680625	01/28/2003
6.	Blue Man IP, LLC	BLUE MAN GROUP	76385637	03/21/2002	2677611	01/21/2003
7.	Blue Man IP, LLC	BLUE MAN GROUP	76385638	03/21/2002	2741259	07/29/2003
8.	Blue Man IP, LLC	BLUE MAN GROUP	77176871	05/09/2007	3394341	03/11/2008
9.	Blue Man IP, LLC	BLUE MAN GROUP	77388103	02/04/2008	3597340	03/31/2009
10.	Blue Man IP, LLC	BLUE MAN GROUP	78311760	10/09/2003	3030215	12/13/2005
11.	Blue Man IP, LLC	BLUE MAN GROUP DARE TO LIVE IN FULL COLOR	86812088	11/06/2015	5111060	12/27/2016

Applications:

	Owner	Trademark	Serial No.	Filing Date
12.	Blue Man IP, LLC	BEZ	86440037	10/30/2014
13.	Blue Man IP, LLC	BEZZIE	86440021	10/30/2014
14.	Blue Man IP, LLC	BROX	86440043	10/30/2014
15.	Blue Man IP, LLC	EMOBOTS	86424927	10/15/2014
16.	Blue Man IP, LLC	EMOTIBOTS	86332727	07/09/2014
17.	Blue Man IP, LLC	EMOTIBOTZ	86333877	07/10/2014