

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM579201

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NOTICE OF SUCCESSION OF AGENCY REEL/FRAME 5578/0112		
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: 88			
Property Type	Number	Word Mark	
Registration Number:	3580898	KA	
Registration Number:	3583678	KA CIRQUE DU SOLEIL	
Registration Number:	4237937	KOOZA CIRQUE DU SOLEIL	
Registration Number:	4123371	KOOZA	
Registration Number:	2711606	LA NOUBA	
Registration Number:	2900961	LA NOUBA	
Registration Number:	2588976	LA NOUBA	
Registration Number:	1995849	MYSTERE	
Registration Number:	1985984	MYSTERE	
Registration Number:	1920950	MYSTERE	
Registration Number:	1901168	MYSTERE	
Registration Number:	2618483	O	
Registration Number:	2698057	O	
Registration Number:	2594604	O	
Registration Number:	3764837	OVO	
Registration Number:	4050071	OVO CIRQUE DU SOLEIL	
Registration Number:	4115251	OVO CIRQUE DU SOLEIL	
Registration Number:	4328961	AMALUNA	
Registration Number:	4614129	AMALUNA CIRQUE DU SOLEIL	

OP \$2215.00 3580898

Property Type	Number	Word Mark
Registration Number:	4464147	AMALUNA CIRQUE DU SOLEIL
Registration Number:	2394380	QUIDAM
Registration Number:	3877492	
Registration Number:	4023448	TOTEM
Registration Number:	4176044	TOTEM CIRQUE DU SOLEIL
Registration Number:	2987940	VAREKAI
Registration Number:	2442014	CIRQUE DU MONDE
Registration Number:	2909037	TAPIS ROUGE
Registration Number:	3825591	THE SENSUAL SIDE OF CIRQUE DU SOLEIL
Registration Number:	2981480	ZUMANITINI
Registration Number:	3009267	ZUMANITINI
Registration Number:	3778456	WINTUK
Registration Number:	3778455	WINTUK CIRQUE DU SOLEIL
Registration Number:	4373460	PP
Registration Number:	4440533	ZARKANA CIRQUE DU SOLEIL
Registration Number:	3911895	BANANA SHPEEL
Registration Number:	3911874	BANANA SHPEEL CIRQUE DU SOLEIL
Registration Number:	3058104	ZUMANITY
Registration Number:	3524488	ZUMANITY
Registration Number:	2072102	CIRQUE DU SOLEIL
Registration Number:	1947477	CIRQUE DU SOLEIL
Registration Number:	1947478	CIRQUE DU SOLEIL
Registration Number:	1959270	CIRQUE DU SOLEIL
Registration Number:	1959269	CIRQUE DU SOLEIL
Registration Number:	2027426	CIRQUE DU SOLEIL
Registration Number:	1925400	CIRQUE DU SOLEIL
Registration Number:	1885062	CIRQUE DU SOLEIL
Registration Number:	1947481	CIRQUE DU SOLEIL
Registration Number:	1964559	CIRQUE DU SOLEIL
Registration Number:	1947479	CIRQUE DU SOLEIL
Registration Number:	2006591	CIRQUE DU SOLEIL
Registration Number:	3074128	CIRQUE DU SOLEIL
Registration Number:	1883432	CIRQUE DU SOLEIL
Registration Number:	1888385	CIRQUE DU SOLEIL
Registration Number:	1888436	CIRQUE DU SOLEIL
Registration Number:	1884981	CIRQUE DU SOLEIL
Registration Number:	1887187	CIRQUE DU SOLEIL
Registration Number:	1883632	CIRQUE DU SOLEIL

Property Type	Number	Word Mark
Registration Number:	1888561	CIRQUE DU SOLEIL
Registration Number:	1885095	CIRQUE DU SOLEIL
Registration Number:	1885382	CIRQUE DU SOLEIL
Registration Number:	3782262	CIRQUE DU SOLEIL
Registration Number:	3592988	CORTEO
Registration Number:	3577869	CORTEO CIRQUE DU SOLEIL
Registration Number:	2847637	DRALION
Registration Number:	4433992	IRIS CIRQUE DU SOLEIL
Registration Number:	1959271	CIRQUE DU SOLEIL
Registration Number:	1959272	CIRQUE DU SOLEIL
Registration Number:	1947480	CIRQUE DU SOLEIL
Registration Number:	3230135	
Registration Number:	2074152	SALTIMBANCO
Registration Number:	2057733	SALTIMBANCO
Registration Number:	1949556	SALTIMBANCO
Registration Number:	2556883	ALEGRIA
Registration Number:	2618435	ALEGRIA
Registration Number:	2508125	ALEGRIA
Registration Number:	1888304	SALTIMBANCO
Registration Number:	1884931	SALTIMBANCO
Registration Number:	1885063	SALTIMBANCO
Registration Number:	1888941	SALTIMBANCO
Registration Number:	5027491	KURIOS
Registration Number:	4946689	KURIOS CIRQUE DU SOLEIL
Registration Number:	5008477	CABINET OF CURIOSITIES
Registration Number:	5027545	JOYÀ
Serial Number:	85700866	
Serial Number:	86226761	CIRQUE DU SOLEIL
Serial Number:	86226772	CIRQUE DU SOLEIL
Serial Number:	85670468	CIRQUE DU SOLEIL
Serial Number:	85533325	CIRQUE DU SOLEIL

CORRESPONDENCE DATA

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: 2128367793

Email: Stivens.Ovalle@arnoldporter.com

Correspondent Name: Stivens Ovalle c/o Arnold & Porter

Address Line 1: 250 West 55th Street

TRADEMARK

REEL: 006951 FRAME: 0139

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

NAME OF SUBMITTER: Stivens Ovalle

SIGNATURE: /s/ Stivens Ovalle

DATE SIGNED: 06/02/2020

Total Attachments: 7

source=Cirque - Notice of Succession of Agency Trademark (Cirque)#page1.tif

source=Cirque - Notice of Succession of Agency Trademark (Cirque)#page2.tif

source=Cirque - Notice of Succession of Agency Trademark (Cirque)#page3.tif

source=Cirque - Notice of Succession of Agency Trademark (Cirque)#page4.tif

source=Cirque - Notice of Succession of Agency Trademark (Cirque)#page5.tif

source=Cirque - Notice of Succession of Agency Trademark (Cirque)#page6.tif

source=Cirque - Notice of Succession of Agency Trademark (Cirque)#page7.tif

**NOTICE OF SUCCESSION OF AGENCY
REEL/FRAME 5578/0112**

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 July 8, 2015 (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 July 10, 2015 at Reel/Frame 5578/0112, 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.

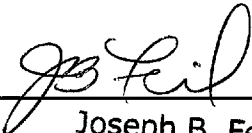
[Remainder of Page Intentionally Blank.]

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

WILMINGTON TRUST,
NATIONAL ASSOCIATION,
as the Successor Agent


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



Schedule A

Registrations:

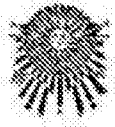
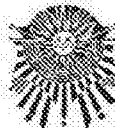
OWNER	REGISTRATION NUMBER	TRADEMARK
Cirque Du Soleil Holding USA, Inc.	3580898	KA
Cirque Du Soleil Holding USA, Inc.	3583678 (Cancelled)	KA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4237937	KOOZA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4123371	KOOZA
Cirque Du Soleil Holding USA, Inc.	2711606	LA NOUBA
Cirque Du Soleil Holding USA, Inc.	2900961	LA NOUBA
Cirque Du Soleil Holding USA, Inc.	2588976	
Cirque Du Soleil Holding USA, Inc.	1995849	MYSTERE
Cirque Du Soleil Holding USA, Inc.	1985984	MYSTERE
Cirque Du Soleil Holding USA, Inc.	1920950	MYSTERE
Cirque Du Soleil Holding USA, Inc.	1901168	MYSTERE
Cirque Du Soleil Holding USA, Inc.	2618483	○ (see below)
Cirque Du Soleil Holding USA, Inc.	2698057	
Cirque Du Soleil Holding USA, Inc.	2594604	
Cirque Du Soleil Holding USA, Inc.	3764837	OVO
Cirque Du Soleil Holding USA, Inc.	4050071	OVO CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4115251 (Cancelled)	OVO CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4328961	AMALUNA
Cirque Du Soleil Holding USA, Inc.	4614129	AMALUNA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4464147	AMALUNA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	2394380	QUIDAM

Cirque Du Soleil Holding USA, Inc.	3877492	
Cirque Du Soleil Holding USA, Inc.	4023448	TOTEM
Cirque Du Soleil Holding USA, Inc.	4176044	TOTEM CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	2987940	VAREKAI
Cirque Du Soleil Holding USA, Inc.	2442014	CIRQUE DU MONDE
Cirque Du Soleil Holding USA, Inc.	2909037 (Cancelled)	TAPIS ROUGE
Cirque Du Soleil Holding USA, Inc.	3825591	THE SENSUAL SIDE OF CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	2981480	ZUMANITINI
Cirque Du Soleil Holding USA, Inc.	3009267 (Cancelled)	ZUMANITINI
CDS U.S. Intermediate Holdings, Inc.	3778456 (Cancelled)	WINTUK
CDS U.S. Intermediate Holdings, Inc.	3778455 (Cancelled)	WINTUK CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4373760 (Cancelled)	ZARKANA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4440533	ZARKANA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3911895 (Cancelled)	BANANA SHPEEL
Cirque Du Soleil Holding USA, Inc.	3911874 (Cancelled)	BANANA SHPEEL CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3058104	ZUMANITY
Cirque Du Soleil Holding USA, Inc.	3524488 (Cancelled)	ZUMANITY
Cirque Du Soleil Holding USA, Inc.	2072102	CIRQUE DU SOLEIL  CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1947477 (Cancelled)	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1947478	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1959270	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1959269 (Cancelled)	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	2027426	CIRQUE DU SOLEIL (See Image above)

Cirque Du Soleil Holding USA, Inc.	1925400	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1885062	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1947481	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1964559	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1947479	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	2006591	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3074128	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1883432	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1888385	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1888436	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1884981	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1887187	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1883632	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1888561	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1885095	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1885382	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3782262	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3592988 (Cancelled)	CORTEO
Cirque Du Soleil Holding USA, Inc.	3577869 (Cancelled)	CORTEO CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	2847637	DRALION
CDS U.S. Intermediate Holdings, Inc.	4433992	IRIS CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1959271	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1959272	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	1947480	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3230135	
CDS U.S. Intermediate Holdings, Inc.	2074152 (Cancelled)	SALTIMBANCO
CDS U.S. Intermediate Holdings, Inc.	2057733 (Cancelled)	SALTIMBANCO
CDS U.S. Intermediate Holdings, Inc.	1949556 (Cancelled)	SALTIMBANCO
CDS U.S. Intermediate Holdings, Inc.	2556883	ALEGRIA

CDS U.S. Intermediate Holdings, Inc.	2618435	
CDS U.S. Intermediate Holdings, Inc.	2508125	
CDS U.S. Intermediate Holdings, Inc.	1888304 (Abandoned)	SALTIMBANCO
CDS U.S. Intermediate Holdings, Inc.	1884931 (Abandoned)	SALTIMBANCO
CDS U.S. Intermediate Holdings, Inc.	1885063 (Abandoned)	SALTIMBANCO
CDS U.S. Intermediate Holdings, Inc.	1888941 (Abandoned)	SALTIMBANCO

Applications:

OWNER	APPLICATION NUMBER	TRADEMARK
Cirque Du Soleil Holding USA, Inc.	86159937 (Reg. No. 5027491)	KURIOS
Cirque Du Soleil Holding USA, Inc.	86160156 (Reg. No. 4946689)	KURIOS CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	85700866 (Pending ITU)	
Cirque Du Soleil Holding USA, Inc.	86190651 (Reg. No. 5008477)	CABINET OF CURIOSITIES
Cirque Du Soleil Holding USA, Inc.	86226761 (Pending ITU)	CIRQUE DU SOLEIL 
Cirque Du Soleil Holding USA, Inc.	86226772 (Pending ITU)	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	85670468 (Abandoned)	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	85533325 (Abandoned)	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	86255291 (Reg. No. 5027545)	JOYÀ