

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM579397

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	NOTICE OF SUCCESSION OF AGENCY REEL/FRAME 6433/0468		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Bank of America, N.A.		05/22/2020	National Banking Association:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wilmington Trust, National Association		
<b>Street Address:</b>	1100 North Market Street		
<b>City:</b>	Wilmington		
<b>State/Country:</b>	DELAWARE		
<b>Postal Code:</b>	19890		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 20</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5470712	CIRQUE DREAMS EPICUREAN	
<b>Registration Number:</b>	5470711	CIRQUE DREAMS AND STEAM	
<b>Registration Number:</b>	5172214	CIRQUE DREAMS UNWRAPPED	
<b>Registration Number:</b>	4622054	CIRQUE DREAMS REVEALED	
<b>Registration Number:</b>	4515300	CIRQUE DREAMS KIDSTIME	
<b>Registration Number:</b>	4649721	CIRQUE DREAMS SPLASHTASTIC	
<b>Registration Number:</b>	4649722	CIRQUE DREAMS ROCKS	
<b>Registration Number:</b>	2945963	CIRQUE DREAMS	
<b>Registration Number:</b>	3637794	CIRQUE DREAMS JUNGLE FANTASY	
<b>Registration Number:</b>	3521159	CIRQUE DREAMS ILLUMINATION	
<b>Registration Number:</b>	3521158	CIRQUE DREAMS COOBRILA	
<b>Registration Number:</b>	2853743	VEE	
<b>Registration Number:</b>	2236636	VEE CORPORATION A WORLD OF ENTERTAINMENT	
<b>Registration Number:</b>	4267018	PLAY ZONE	
<b>Registration Number:</b>	4267019	PLAY ZONE	
<b>Registration Number:</b>	5157140	VSTAR	
<b>Registration Number:</b>	5157141	VSTAR ENTERTAINMENT GROUP	
<b>Serial Number:</b>	87614739	CIRQUE DREAMS STORYBOOK	
<b>Serial Number:</b>	87645549	DINOSAUR TIME TREK	

OP \$515.00 5470712

Property Type	Number	Word Mark
Serial Number:	87669310	DINOSAUR TIME MACHINE

**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

**Address Line 4:** New York, NEW YORK 10019

<b>NAME OF SUBMITTER:</b>	Stivens Ovalle
<b>SIGNATURE:</b>	/s/ Stivens Ovalle
<b>DATE SIGNED:</b>	06/03/2020

**Total Attachments: 4**

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**NOTICE OF SUCCESSION OF AGENCY  
REEL/FRAME 6433/0468**

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 August 28, 2018 (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 September 10, 2018 at Reel/Frame 6433/0468, 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

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

**TRADEMARK**  
**REEL: 006952 FRAME: 0030**

WILMINGTON TRUST,  
NATIONAL ASSOCIATION,  
as the Successor Agent

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

**Schedule A**

Registrations:

OWNER	REGISTRATION (APPLICATION)	MARK
Cirque Dreams Holdings LLC	5470712	CIRQUE DREAMS EPICUREAN
Cirque Dreams Holdings LLC	5470711	CIRQUE DREAMS AND STEAM
Cirque Dreams Holdings LLC	5172214	CIRQUE DREAMS UNWRAPPED
Cirque Dreams Holdings LLC	4622054	CIRQUE DREAMS REVEALED
Cirque Dreams Holdings LLC	4515300	CIRQUE DREAMS KIDSTIME
Cirque Dreams Holdings LLC	4649721	CIRQUE DREAMS SPLASHTASTIC
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Cirque Dreams Holdings LLC	3521159	CIRQUE DREAMS ILLUMINATION
Cirque Dreams Holdings LLC	3521158	CIRQUE DREAMS COOBRILA
VStar Theatrical, LLC	2853743	VEE
VStar Theatrical, LLC	2236636	VEE CORPORATION A WORLD OF ENTERTAINMENT
VStar Theatrical, LLC	4267018	PLAY ZONE
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V Star Entertainment Group, LLC	5157140	VSTAR
V Star Entertainment Group, LLC	5157141	VSTAR ENTERTAINMENT GROUP
Cirque Dreams Holdings LLC	(87614739)	CIRQUE DREAMS STORYBOOK
VStar Entertainment Group, LLC	(87645549)	DINOSAUR TIME TREK
VStar Entertainment Group, LLC	(87669310)	DINOSAUR TIME MACHINE