

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM583893

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interest in Trademark Collateral recorded at r/f 6377/0168

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Deutsche Bank AG New York Branch		06/30/2020	a licensed branch of Deutsche Bank AG, a German corporation: GERMANY

RECEIVING PARTY DATA

Name:	Lloyds Bank PLC
Street Address:	11 Earl Grey Street
Internal Address:	Level 3 - New Uberin House
City:	Edinburgh
State/Country:	UNITED KINGDOM
Postal Code:	EH39BN
Entity Type:	Bank: UNITED KINGDOM

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Serial Number:	87108978	POKERSTARS CHAMPIONSHIP
Serial Number:	87108993	POKERSTARS FESTIVAL
Serial Number:	86731563	POKERSTARS
Serial Number:	86731571	POKERSTARS
Serial Number:	86559510	FULL TILT
Serial Number:	86559499	FULL TILT
Serial Number:	86538210	BETSTARS
Serial Number:	86369171	ZOOM
Serial Number:	86369187	POKERSTARS CARIBBEAN ADVENTURE
Serial Number:	86369196	ZOOM
Serial Number:	86369203	POKERSTARS
Serial Number:	86369201	WE ARE POKER
Serial Number:	86369193	PCA
Serial Number:	85180311	HOME GAMES
Serial Number:	78702273	EPT
Serial Number:	78902827	SUNDAY MILLION

CH \$665.00 87108978

Property Type	Number	Word Mark
Serial Number:	78542627	POKERSTARS
Serial Number:	78902778	WCP
Serial Number:	78542605	WCOOP
Serial Number:	78542563	WORLD CHAMPIONSHIP OF ONLINE POKER
Serial Number:	77293147	
Serial Number:	77362622	INTELLIPOKER
Serial Number:	86731606	POKERSTARS
Serial Number:	86746957	
Serial Number:	87398101	THE STARS GROUP
Serial Number:	87398217	STARS INTERACTIVE GROUP

CORRESPONDENCE DATA

Fax Number: 2127514864

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: 212-906-1216

Email: angela.amaru@lw.com

Correspondent Name: LATHAM & WATKINS LLP C/O ANGELA M. AMARU

Address Line 1: 885 THIRD AVENUE

Address Line 4: NEW YORK, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	047961-0190
NAME OF SUBMITTER:	Angela M. Amaru
SIGNATURE:	/s/ Angela M. Amaru
DATE SIGNED:	06/30/2020

Total Attachments: 9

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**ASSIGNMENT OF SECURITY INTEREST IN
TRADEMARK COLLATERAL**

This **ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL** (this “Assignment”), dated as of June 30, 2020, is made by DEUTSCHE BANK AG NEW YORK BRANCH (“Assignor”) in favor of LLOYDS BANK PLC (“Assignee”). Each capitalized term used but not defined in this Assignment has the meaning given or ascribed to it in the Trademark Security Agreement or the Debenture, as applicable, in each case as referred to below.

Whereas reference is made to that certain Syndicated Facility Agreement, dated as of July 10, 2018, by and among Stars Group Holdings Coöperatieve U.A., a coöperatie met uitgesloten aansprakelijkheid incorporated under the laws of the Netherlands (“Holdings”), Stars Group (US) Holdings, LLC, a Delaware limited liability company (“U.S. Holdings”), Stars Group Holdings B.V., a besloten vennootschap incorporated under the laws of the Netherlands (the “Dutch Borrower”), Stars Group (US) Co-Borrower, LLC, a Delaware limited liability company (the “Co-Borrower”), TSG Australia Holdings Pty Ltd, a proprietary company with limited liability incorporated under the laws of Australia (the “Australian Borrower”), Naris Limited, a limited company incorporated under the laws of the Isle of Man (the “Isle of Man Borrower” and, together with the Dutch Borrower, the Co-Borrower and the Australian Borrower, the “Borrowers”), the Lenders party thereto, the Administrative Agent and Deutsche Bank AG New Branch, as the existing collateral agent (“Existing TLB Agreement”), as amended by that certain First Amendment to Syndicated Facility Agreement, dated as of June 15, 2020 (the “TLB Amendment Agreement”), among Holdings, U.S. Holdings, the Borrowers, the Lenders from time to time party thereto, the Administrative Agent, Deutsche Bank AG New York Branch, as the existing collateral agent and from the First Amendment Effective Date (as defined in the TLB Amendment Agreement), Lloyds Bank plc, as the new collateral agent and trustee for the Secured Parties, and as may be further amended, renewed, extended, restated, supplemented or otherwise modified from time to time, the “TLB Facilities Agreement”).

WHEREAS, pursuant to the Existing TLB Agreement, Rational Intellectual Holdings Limited, an Isle of Man company (“Pledgor”) entered into the Debenture, dated July 10, 2018, in favor of the Assignor (as supplemented by a supplemental omnibus debenture dated June [30], 2020 and as further amended, amended and restated, supplemented or otherwise modified from time to time, the “Debenture”), and as required by the Debenture, executed and delivered that certain First Lien Trademark Security Agreement, dated July 10, 2018, in favor of Assignor (the “Trademark Security Agreement”), which was recorded at the United States Patent and Trademark Office on July 11, 2018, at Reel/Frame 6377/0168;

WHEREAS, pursuant to the Debenture and the Trademark Security Agreement, Pledgor pledged and granted to the Assignor, for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under (a) the trademarks of the Pledgor, including those listed on Schedule I attached hereto (except for “intent-to-use” applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. §1051, for which an amendment to allege use or a statement of use has not been filed under Sections 1(c) and 1(d) of Lanham Act, respectively, or, if filed, has not been deemed in conformance with Section 1(a) of the Lanham Act or examined and accepted by the United States Patent and Trademark Office); (b) all goodwill associated therewith or symbolized thereby; and (c) all proceeds of any and all of the foregoing (other than Excluded Property) (the “Trademark Collateral”), in order to secure the payment and performance of all the Secured Liabilities, whether then existing or arising thereafter; and

WHEREAS, pursuant to the Collateral Agent Replacement Deed, dated as of June 30, 2020 and the TLB Facilities Agreement, Assignor assigned to Assignee its security interest in the Trademark

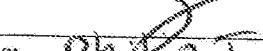
Collateral, and agreed to execute and deliver this Assignment for purposes of recording it with the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, and Assignee hereby assumes, all of Assignor's right, title and interest in, to and under, the Trademark Collateral and the Trademark Security Agreement, including, without limitation, its security interest in Grantor's right, title and interest in, to and under the Trademark Collateral. The foregoing Assignment is made without recourse, representations or warranties of any kind.

[Signature Page Follows]

IN WITNESS WHEREOF, Assignor has duly executed this ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL as of the date first above written.

DEUTSCHE BANK AG NEW YORK BRANCH
as Assignor

By: 
Name: Philip Tancoff
Title: Vice President

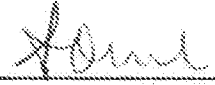
By: _____
Name:
Title:

[Signature Page to Assignment of Trademark Security Interest]

IN WITNESS WHEREOF, Assignor has duly executed this ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL as of the date first above written.

DEUTSCHE BANK AG NEW YORK BRANCH
as Assignor

By: _____
Name:
Title:

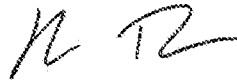
By:  _____
Name: Sean O'Neil
Title: Vice President

ACCEPTANCE

Assignee, as successor Collateral Agent, accepts the foregoing Assignment.

DATED as of the 30th day of June, 2020.

LLOYDS BANK PLC
as Assignee

By:  _____




Name:



Title: John Togher
Associate Director



SCHEDULE I

Trademarks and Trademark Applications

Trademark Registrations:

Mark	Owner	Application No.	Filing Date	Reg. No.	Reg. Date
 POKERSTARS CHAMPIONSHIP	Rational Intellectual Holdings Limited	87108978	July 19, 2016	5259140	Aug. 8, 2017
 POKERSTARS FESTIVAL	Rational Intellectual Holdings Limited	87108993	July 19, 2016	5259141	Aug. 8, 2017
POKERSTARS	Rational Intellectual Holdings Limited	86731563	Aug. 20, 2015	5413255	Feb. 27, 2018
POKERSTARS	Rational Intellectual Holdings Limited				
POKERSTARS	Rational Intellectual Holdings Limited	86731571	Aug. 20, 2015	5413256	Feb. 27, 2018
POKERSTARS	Rational Intellectual Holdings Limited				
 FULL TILT	Rational Intellectual Holdings Limited	86559510	Mar. 10, 2015	5046371	Sep. 20, 2016

Mark	Owner	Application No.	Filing Date	Reg. No.	Reg. Date
FULL TILT	Rational Intellectual Holdings Limited	86559499	Mar. 10, 2015	5046370	Sep. 20, 2016
FULL TILT	Rational Intellectual Holdings Limited				
BETSTARS	Rational Intellectual Holdings Limited	86538210	Feb. 18, 2015	4883062	Jan. 5, 2016
BETSTARS	Rational Intellectual Holdings Limited				
ZOOM	Rational Intellectual Holdings Limited	86369171	Aug. 18, 2014	4715645	Apr. 7, 2015
ZOOM	Rational Intellectual Holdings Limited				
POKERSTARS CARIBBEAN ADVENTURE	Rational Intellectual Holdings Limited	86369187	Aug. 18, 2014	4715646	Apr. 7, 2015
					
ZOOM	Rational Intellectual Holdings Limited	86369196	Aug. 18, 2014	4715647	Apr. 7, 2015
					
POKERSTARS	Rational Intellectual Holdings Limited	86369203	Aug. 18, 2014	4722937	Apr. 21, 2015
PokerStars					
WE ARE POKER	Rational Intellectual Holdings Limited	86369201	Aug. 18, 2014	4715648	Apr. 7, 2015
WE ARE POKER					
PCA	Rational Intellectual Holdings Limited	86369193	Aug. 18, 2014	4722935	Apr. 21, 2015
PCA					

Mark	Owner	Application No.	Filing Date	Reg. No.	Reg. Date
HOME GAMES 	Rational Intellectual Holdings Limited	85180311	Nov. 18, 2010	4084937	Jan. 10, 2012
EPT EPT	Rational Intellectual Holdings Limited	78702273	Aug. 29, 2005	3537097	Nov. 25, 2008
SUNDAY MILLION	Rational Intellectual Holdings Limited	78902827	Jun. 7, 2006	3270627	July 24, 2007
POKERSTARS	Rational Intellectual Holdings Limited	78542627	Jan. 5, 2005	3381727	Feb. 12, 2008
WCP	Rational Intellectual Holdings Limited	78902778	Jun. 7, 2006	3409172	Apr. 8, 2008
WCOOP	Rational Intellectual Holdings Limited	78542605	Jan. 5, 2005	3173160	Nov. 21, 2006
WORLD CHAMPIONSHIP OF ONLINE POKER	Rational Intellectual Holdings Limited	78542563	Jan. 5, 2005	4144611	May 22, 2012
Red Spade 2D (B&W) 	Rational Intellectual Holdings Limited	77293147	Oct. 1, 2007	3951135	Apr. 26, 2011
INTELLIPOKER	Rational Intellectual Holdings Limited	77362622	Jan. 2, 2008	3578779	Feb. 24, 2009
POKERSTARS	Rational Intellectual Holdings Limited	86731606	Aug. 20, 2015	5503438	June 26, 2018
DESIGN ONLY	Rational Intellectual Holdings Limited	86746957	Sept. 3, 2015	5503446	June 26, 2018

Trademark Applications:

Mark	Owner	Application No.	Filing Date	Reg. No.	Reg. Date
STARSWALLET	Rational Intellectual Holdings Limited	79225553 (66A)	June 22, 2017	Not Available	Not Available
THE STARS GROUP	Rational Intellectual Holdings Limited	87398101	Apr. 4, 2017	Not Available	Not Available
STARS INTERACTIVE GROUP	Rational Intellectual Holdings Limited	87398217	Apr. 4, 2017	Not Available	Not Available