

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM601341

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
COMERICA BANK		09/30/2010	Banking Association: TEXAS
RECEIVING PARTY DATA			
Name:	SIDE EFFECTS SOFTWARE INC.		
Street Address:	123 Front Street West, Suite 1401		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M5J 2M2		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2157135	HOUDINI	
CORRESPONDENCE DATA			
Fax Number:	6123351657		
<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>			
Phone:	612.335.1500		
Email:	kelley.bastunas@stinson.com		
Correspondent Name:	Joel D. Leviton		
Address Line 1:	50 South 6th Street, Ste 2600		
Address Line 2:	Stinson LLP		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	3521233.0002		
NAME OF SUBMITTER:	Joel D. Leviton		
SIGNATURE:	/Joel D. Leviton/		
DATE SIGNED:	10/06/2020		
Total Attachments: 7			
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CH \$40.00 2157135

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TO: SIDE EFFECTS SOFTWARE INC. (the "**Debtor**")

PAY-OUT AND UNDERTAKING

WHEREAS the Debtor wishes to pay off all of the indebtedness, liabilities and obligations owing by it to Comerica Bank (the "**Secured Party**") (collectively, the "**Obligations**");

AND WHEREAS the Secured Party holds security granted by the Debtor and has registered those registrations listed on Schedule "B" hereto against the Debtor (collectively, the "**Registrations**");

NOW THEREFORE for good and valuable consideration now paid by the addressees to the Secured Party (the receipt and sufficiency of which is hereby acknowledged by the Secured Party), the Secured Party hereby agrees as follows:

1. Upon receipt by the Secured Party of Cdn. \$750.00 (which sum is the aggregate of the amounts set forth on Schedule "A" attached hereto) (collectively, the "**Payout Amount**") on or before 2:30 p.m. on October 1, 2010, all of the Obligations shall be repaid in full. Payment of the Payout Amount shall be made by debit of Side Effects Canadian Dollar Account at Comerica Bank.
2. Upon receipt by the Secured Party of the Payout Amount, all mortgages, charges, security interests, security agreements, liens and other encumbrances previously delivered by the Debtor (the "**Security**") in favour of the Secured Party shall automatically be and be deemed to be released and terminated without the necessity of any further action. The Secured Party covenants and agrees to deliver to any of the addressees hereof at the Debtor's expense releases of security, mortgage discharges and authorizations to file discharges under any *Personal Property Security Act* or similar legislation as are reasonably necessary to effect or evidence the termination and release of the Security.
3. The Secured Party represents and warrants that it has not sold, transferred, assigned or encumbered or agreed to sell, transfer, assign or encumber any of the Security or any of its interest in the collateral described in the Security or any of the indebtedness, liabilities or obligations owing by the Debtor to the Secured Party.
4. Upon receipt by the Secured Party of the Payout Amount, the Secured Party irrevocably authorizes and directs any one of the addressees hereof or any of their respective solicitors or agents to file complete and full and final discharges of the Registrations.
5. Upon receipt by the Secured Party of the Payout Amount, the Secured Party (a) forever releases and discharges any and all right, title and interest in and to any and all insurance policies now or hereafter maintained by the Debtor and (b) hereby authorizes any of the addressees hereof or any of their respective solicitors or agents to delete the undersigned's name as a mortgagee and/or loss payee on any insurance policy in respect of which the Debtor is the insured.
6. The Secured Party shall, from time to time, execute and deliver to each of the addressees hereof such other financing change statements, discharges, termination statements, releases, or other documents as may be required by the Debtor in connection with the repayment of the Obligations, the release and discharge of the Security and any registrations in connection therewith, provided that any costs or expenses incurred by the Secured Party in connection therewith shall be paid by the Debtor.

7. The provisions hereof shall enure to the benefit of the Debtor and its successors and assigns, and shall be binding on the Secured Party and each of its successors and assigns.

IN WITNESS WHEREOF this Payout and Undertaking has been executed by the Secured Party this 30th day of September, 2010.

COMERICA BANK

By: [Signature]

Name: ROBERT ROSEN

Title: VICE-PRESIDENT REGIONAL

MANAGING

I have the authority to bind the Bank. DIRECTOR

SCHEDULE "A"

Payout Amount

1.	Outstanding legal fees	CAD	\$750.00
	TOTAL	CAD	\$750.00

SCHEDULE "B"

Registration

Personal Property Security Act (Ontario) registration no. 20080512 1129 1590 1093 (reference file no. 645062292).

Copyright	Registration Number	Jurisdiction
PRISMS Computer Animation Software	364686	Canada
Houdini	1046063	Canada
PRISMS Computer Animation Software	TXv330014	United States

Canada:

<u>Trade-mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
CHOPS	TMA512,363	May 27, 1999
HOUDINI	TMA462,713	August 30, 1996
SIDE EFFECTS SOFTWARE	TMA487,700	January 6, 1998
SWIRL DESIGN	TMA484,791	October 29, 1997

United States:

<u>Trade-mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
CHOPS	2,157,135	May 27, 1999
HOUDINI	2,359,534	August 30, 1996



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Copyright Catalog (1978 to present)

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PRISMS computer animation software. TXu 330-014.

Type of Work: Recorded Document

Document Number: V3574D088

Date of Recordation: 2009-01-22

Entire Copyright Document: V3574 D088 P1-13

Date of Execution: 10Jun08; date of cert.: 15Jan09

Registration Number Not Verified: TXu 330-014.

Title: PRISMS computer animation software. TXu 330-014.

Party 1: Side Effects Software, Inc.

Party 2: Comerica Bank.

Names: [Side Effects Software, Inc.](#)

[Comerica Bank.](#)

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Typed Drawing

Word Mark HOUDINI

Goods and Services IC 009. US 021 023 026 036 038. G & S: computer animation software for the creation of special effects for the movie and entertainment industries and instruction manuals therefor sold as a unit. FIRST USE: 19961100. FIRST USE IN COMMERCE: 19961100

Mark Drawing Code (1) TYPED DRAWING

Serial Number 74683775

Filing Date June 2, 1995

Current Basis 1A;44E

Original Filing Basis 1B;44D

Published for March 18, 1997

Registration Number 2157135

Registration Date May 12, 1998

Owner (REGISTRANT) SIDE EFFECTS SOFTWARE INC. CORPORATION CANADA Suite 1401 123 Front Street Toronto, Ontario, M5J 2M2 CANADA

Attorney of Record Rachelle A. Dubow, Esq.

Priority Date April 27, 1995

Type of Mark TRADEMARK

Register PRINCIPAL

Affidavit Text SECT 15. SECT 8 (6-YR). SECTION 8(10-YR) 20180106.

Renewal 2ND RENEWAL 20180106

Live/Dead Indicator LIVE



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Trademark Assignment Abstract of Title

Total Assignments: 1

Serial #: 74683775

Filing Dt: 06/02/1995

Reg #: 2157135

Reg. Dt: 05/12/1998

Registrant: SIDE EFFECTS SOFTWARE INC.

Mark: HOUDINI

Assignment: 1

Reel/Frame: 3921/0107

Recorded: 01/16/2009

Pages: 15

Conveyance: SECURITY INTEREST

Assignor: SIDE EFFECTS SOFTWARE INC.

Exec Dt: 06/10/2008

Entity Type: CORPORATION

Citizenship: CANADA

Entity Type: BANKING ASSOCIATION

Citizenship: TEXAS

Assignee: COMERICA BANK

ROYAL BANK PLAZA, P.O. BOX 61

SUITE 2210, SOUTH TOWER

TORONTO, ONTARIO, CANADA M5J 2J2

Correspondent: MARK N. MUTTERPERL

666 FIFTH AVENUE

FULBRIGHT & JAWORSKI L.L.P.

NEW YORK, NY 10103

If you have any comments or questions concerning the data displayed, contact PRD / Assignments at 571-272-3360. v.2.6
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