

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM653937

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
SEQUENCE:	3		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as Administrative Agent		06/08/2021	Bank: UNITED STATES
RECEIVING PARTY DATA			
Name:	Strategy Execution Partners LLC		
Street Address:	401 Park Drive, Suite 801		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02215		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3293115	STRATEX	
CORRESPONDENCE DATA			
Fax Number:			
<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:	8004945225		
Email:	ipteam@cogencyglobal.com		
Correspondent Name:	JAY DASILVA		
Address Line 1:	1025 CONNECTICUT AVE., NW, STE. 712		
Address Line 2:	COGENCY GLOBAL INC.		
Address Line 4:	WASHINGTON, D.C. 20036		
ATTORNEY DOCKET NUMBER:	1398277 TM REL D		
NAME OF SUBMITTER:	Noah Belser		
SIGNATURE:	/Noah Belser/		
DATE SIGNED:	06/15/2021		
Total Attachments: 4			
source=D - 5. Toast - Trademark Release (Strategy) _ 2021 & Coversheet [FOR FILING]#page2.tif			
source=D - 5. Toast - Trademark Release (Strategy) _ 2021 & Coversheet [FOR FILING]#page3.tif			

OP \$40.00 3293115

source=D - 5. Toast - Trademark Release (Strategy) _ 2021 & Coversheet [FOR FILING]#page4.tif

source=D - 5. Toast - Trademark Release (Strategy) _ 2021 & Coversheet [FOR FILING]#page5.tif

RELEASE OF SECURITY INTEREST IN
TRADEMARKS dated as of June 8, 2021 (this “Release”), by
JPMORGAN CHASE BANK, N.A. (“JPMorgan”), as
Administrative Agent, in favor of STRATEGY EXECUTION
PARTNERS LLC, a Delaware limited liability company
 (“Strategy”).

A. Reference is made to (i) the Credit Agreement dated as of March 5, 2019 (as amended, restated, amended and restated, supplemented, extended, refinanced or otherwise modified prior to the date hereof, the “Credit Agreement”), among Toast, Inc., a Delaware corporation (the “Borrower”), the other Loan Parties party thereto, the Lenders party thereto and JPMorgan, as the Administrative Agent, (ii) the Pledge and Security Agreement dated as of March 5, 2019 (as amended, supplemented or otherwise modified from time to time, the “Pledge and Security Agreement”), among the Borrower, the other Grantors from time to time party thereto and JPMorgan, as Administrative Agent and (iii) the Trademark Security Agreement dated as of September 17, 2020 (as amended, supplemented or otherwise modified from time to time), between Strategy and JPMorgan, as Administrative Agent (the document set forth in clause (iii), the “Trademark Security Agreement”, and together with the Pledge and Security Agreement, the “Security Agreements”).

B. Pursuant to the Security Agreements, Strategy granted to the Administrative Agent, for the benefit of the Lenders, a security interest in all its right, title and interest in, among other things, the Trademark set forth on Schedule I hereto (the “Trademark”), and pursuant to the Trademark Security Agreement, such security interest was recorded with the United States Patent & Trademark Office (the “USPTO”) on September 17, 2020, at Reel/Frame 7056/0368.

C. Pursuant to the Payoff Letter dated as of June 8, 2021, between the Borrower and JPMorgan as Administrative Agent, the Administrative Agent agreed to release any and all liens and security interests it may have in the Trademark Collateral pursuant to the Security Agreements.

Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledge, JPMorgan, as Administrative Agent, on behalf of the Lenders, does hereby state as follows:

SECTION 1. Terms. Each capitalized term used but not otherwise defined herein shall have the meaning specified in the Trademark Security Agreement, the Credit Agreement, or the Pledge and Security Agreement, as applicable.

SECTION 2. Release. JPMorgan, as Administrative Agent, on behalf of itself, the Lenders and their permitted successors and assigns, does hereby terminate the Trademark Security Agreement and, release, relinquish and discharge its and their lien and security interest granted under the Security Agreements in the Trademark Collateral and any right, title or interest granted under the Security Agreements it has in the Trademark Collateral shall hereby cease and become void. This Release is made without

representation or warranty by, or recourse to, JPMorgan, as Administrative Agent, or any other Lender.

SECTION 3. Further Assurances. The Administrative Agent hereby authorizes Strategy or Strategy's authorized representative to record this Release with the USPTO. JPMorgan hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect and record the release of the security interest contemplated hereby, solely at the Borrower's cost.

THIS RELEASE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

[Remainder of this page intentionally left blank]


[Signature Page to Release (Trademarks)]

[[5639938]]

TRADEMARK
REEL: 007326 FRAME: 0869

IN WITNESS WHEREOF, the Administrative Agent has caused this Release to be duly executed as of the day and year first above written.

JPMORGAN CHASE BANK, N.A., as
Administrative Agent

By 
Name: Ting Ting Liu
Title: Authorized Signatory

[Signature Page to Release (Trademarks)]

[[5639938]]

TRADEMARK
REEL: 007326 FRAME: 0870

SCHEDULE I

Trademarks

Grantor	Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
Strategy Execution Partners LLC	STRATEX	77061092	11-DEC-2006	3293115	18-SEP-2007