

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM669884

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Medley Capital LLC		08/04/2021	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	TCG Senior Funding L.L.C.		
Street Address:	c/o The Carlyle Group, One Vanderbilt Avenue		
Internal Address:	Suite 3400		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3746020	TECHNOLOGY ONESOURCE	
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:	212.940.6562		
Email:	joanne.arnold@katten.com		
Correspondent Name:	Joanne BL Arnold		
Address Line 1:	Katten		
Address Line 2:	575 Madison Avenue		
Address Line 4:	New York, NEW YORK 10022-2585		
NAME OF SUBMITTER:	Joanne BL Arnold		
SIGNATURE:	/Joanne BL Arnold/		
DATE SIGNED:	08/24/2021		
Total Attachments: 5			
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ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT

This **ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT** (this “**Assignment**”), dated as of August 4, 2021, is by **Medley Capital LLC** (individually, “**Medley**”), acting in its capacity as the resigning collateral agent (in such capacities, the “**Resigning Agent**”) and **TCG Senior Funding L.L.C.** (individually, “**TCG**”), acting in its capacity as the successor collateral agent (in such capacity, the “**Successor Agent**”).

RECITALS:

WHEREAS, NetGain Technologies, LLC, as “Grantor”, and Resigning Agent are parties to that certain Trademark Security Agreement identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreement**”) conveying certain trademarks set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Resignation, Waiver, Consent, Appointment and Amendment to Credit Agreement (the “**Agency Transfer Agreement**”) dated as of April 23, 2021 by and among Medley, as the Resigning Agent, *inter alios*, and TCG, as Successor Collateral, the Resigning Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreement, in each instance, in its capacity as collateral agent and, if applicable, administrative agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Resigning Agent, hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreement.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, Resigning Agent and Successor Agent have caused this Assignment to be duly executed as of the date first above written.

RESIGNING AGENT:

MEDLEY CAPITAL LLC

By: Richard Allorto
Name: Richard Allorto
Title: Chief Financial Officer

SUCCESSOR AGENT:

TCG SENIOR FUNDING L.L.C.

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Resigning Agent and Successor Agent have caused this Assignment to be duly executed as of the date first above written.

RESIGNING AGENT:

MEDLEY CAPITAL LLC

By: _____
Name: _____
Title: _____

SUCCESSOR AGENT:

TCG SENIOR FUNDING L.L.C.


By:  _____
Name: Joshua Lefkowitz
Title: Duly Authorized Signatory

EXHIBIT A

Trademark Security Agreement dated as of November 13, 2018 and filed with the United States Patent and Trademark Office on November 13, 2018 at Reel 006536 Frame 0867.

EXHIBIT B

REGISTERED TRADEMARKS

Mark	Registration Number	Registered Owner
TECHNOLOGY ONESOURCE	3746020	NetGain Technologies, LLC