

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM692049

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FRG INTERMEDIATE HOLDINGS, LLC		11/30/2021	Limited Liability Company: DELAWARE
FLAT RIVER GROUP, LLC		11/30/2021	Limited Liability Company: MICHIGAN

RECEIVING PARTY DATA

Name:	CIBC BANK USA, as administrative agent
Street Address:	120 South LaSalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	State Bank: ILLINOIS

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	88648602	G
Serial Number:	88291982	GREATER THAN GAMES
Serial Number:	88291979	SENTINEL COMICS
Serial Number:	87545358	CHEAPASS GAMES
Serial Number:	87091637	FATE OF THE ELDER GODS
Serial Number:	87498964	BOTTOM OF THE 9TH
Serial Number:	87076366	SENTINEL COMICS
Serial Number:	87074363	SENTINELS OF THE MULTIVERSE
Serial Number:	86303906	SENTINEL TACTICS
Serial Number:	86303918	SENTINEL MINIATURES
Serial Number:	86450779	SPIRIT ISLAND
Serial Number:	86562395	FABLED NEXUS GAMES
Serial Number:	85302004	SENTINELS OF THE MULTIVERSE
Serial Number:	85301998	GREATER THAN GAMES
Serial Number:	85780522	GALACTIC STRIKE FORCE
Serial Number:	85370138	SENTINEL COMICS

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CORRESPONDENCE DATA**Fax Number:** 3126095005

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.

Email: hmill@vedderprice.com**Correspondent Name:** Holly Miller**Address Line 1:** 222 North LaSalle Street - 24th Floor**Address Line 2:** Vedder Price P.C.**Address Line 4:** Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	40180000136/HMM//O'Connor
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NAME OF SUBMITTER:	Holly Miller
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SIGNATURE:	/Holly Miller/
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DATE SIGNED:	12/02/2021
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Total Attachments: 6

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the “Agreement”) made as of this 30th day of November, 2021 by and among **FRG INTERMEDIATE HOLDINGS, LLC**, a Delaware limited liability company, **FLAT RIVER GROUP, LLC**, a Michigan limited liability company (collectively, the “Grantor”), in favor of CIBC BANK USA (in its capacity as administrative agent for certain lenders, “Administrative Agent”):

W I T N E S S E T H:

WHEREAS, Grantor and certain of its affiliates have entered into a Loan and Security Agreement dated as of December 17, 2019, as amended (as the same may be further amended, restated, supplemented or otherwise modified from time to time, the “Loan Agreement”) with the Administrative Agent and the Lenders (as defined therein), providing for the extensions of credit to be made to the Grantor and certain of its affiliates by the Administrative Agent and the Lenders; and

WHEREAS, pursuant to the terms of the Loan Agreement, Grantor has granted to Administrative Agent, a security interest in substantially all of the assets of Grantor, including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired trademarks, trademark applications, trademark registrations, and trademark licenses, and all products and proceeds thereof, to secure the payment of all amounts owing by Grantor and its affiliates under the Loan Agreement.

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Loan Agreement. The Loan Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Loan Agreement.

2. Grant of Security Interests. To secure the payment and performance of the Obligations, Grantor hereby grants to Administrative Agent, a continuing security interest in Grantor’s entire right, title and interest in and to the following, whether now owned or existing or hereafter created, acquired or arising:

(i) each trademark, trademark application, and trademark registration owned by Grantor, including, without limitation, each trademark, trademark application, and trademark registration referred to in Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof and all goodwill associated therewith;

(ii) each trademark license to which Grantor is a party, together with all goodwill associated therewith; and

(iii) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement of any such

trademark, including, without limitation, any trademark referred to in Schedule 1 annexed hereto, any trademark registration issued pursuant to a trademark application referred to in Schedule 1 and any trademark licensed under any trademark license.


(Signature Page Follows)

(Signature Page to Trademark Security Agreement)


IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

GRANTOR:

FRG INTERMEDIATE HOLDINGS, LLC, a
Delaware limited liability company

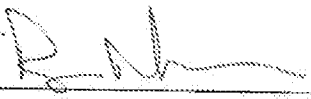
By: 

Ryan Northington
President

By: 

Peter Haabestad
Secretary and Treasurer

FLAT RIVER GROUP, LLC, a Michigan limited
liability company

By: 

Ryan Northington
Vice President & Secretary

TRADEMARK

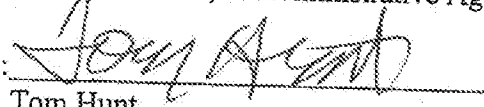
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(Signature Page to Trademark Security Agreement)

Acknowledged:

CIBC BANK USA, as Administrative Agent

By:



Tom Hunt
Managing Director

VP/#53663292

RECORDED: 12/02/2021

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