

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM703965

| | | | |
|------------------------------|--------------------------------------|-----------------------|----------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | RELEASE OF SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Antares Capital LP, as Agent | | 01/21/2022 | Limited Partnership: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Pivot Point Consulting, LLC | | |
| Street Address: | 5410 Maryland Way | | |
| Internal Address: | Suite 460 | | |
| City: | Brentwood | | |
| State/Country: | TENNESSEE | | |
| Postal Code: | 37027 | | |
| Entity Type: | Limited Liability Company: TENNESSEE | | |
| Name: | Vaco Nashville, LLC | | |
| Street Address: | 5410 Maryland Way | | |
| Internal Address: | Suite 460 | | |
| City: | Brentwood | | |
| State/Country: | TENNESSEE | | |
| Postal Code: | 37027 | | |
| Entity Type: | Limited Liability Company: TENNESSEE | | |
| Name: | Vaco New York, LLC | | |
| Street Address: | 5410 Maryland Way | | |
| Internal Address: | Suite 460 | | |
| City: | Brentwood | | |
| State/Country: | TENNESSEE | | |
| Postal Code: | 37027 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| Name: | Vaco Supply Chains Solutions, LLC | | |
| Street Address: | 5410 Maryland Way | | |
| Internal Address: | Suite 460 | | |
| City: | Brentwood | | |
| State/Country: | TENNESSEE | | |
| Postal Code: | 37027 | | |
| Entity Type: | Limited Liability Company: TENNESSEE | | |

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TRADEMARK
REEL: 007565 FRAME: 0370

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|--------------------------|-------------------------------------|
| Name: | MEBC, Inc. |
| Street Address: | 5410 Maryland Way |
| Internal Address: | Suite 460 |
| City: | Brentwood |
| State/Country: | TENNESSEE |
| Postal Code: | 37027 |
| Entity Type: | Corporation: PENNSYLVANIA |
| Name: | MorganFranklin Consulting, LLC |
| Street Address: | 5410 Maryland Way |
| Internal Address: | Suite 460 |
| City: | Brentwood |
| State/Country: | TENNESSEE |
| Postal Code: | 37027 |
| Entity Type: | Limited Liability Company: DELAWARE |

PROPERTY NUMBERS Total: 28

| Property Type | Number | Word Mark |
|----------------------|---------|---------------------------|
| Registration Number: | 4380276 | |
| Registration Number: | 3877525 | FREE YOURSELF |
| Registration Number: | 3481354 | IFIND GROUP |
| Registration Number: | 4818273 | PIVOT POINT |
| Registration Number: | 4541476 | PIVOT POINT CONSULTING |
| Registration Number: | 4541621 | PIVOT POINT CONSULTING |
| Registration Number: | 3595980 | VACO |
| Registration Number: | 3683785 | VACO FINANCIAL |
| Registration Number: | 3877531 | VACO FREE YOURSELF. |
| Registration Number: | 4593748 | VACO HEALTHCARE |
| Registration Number: | 3683787 | VACO RESOURCES |
| Registration Number: | 4649792 | VACO RISK SOLUTIONS |
| Registration Number: | 3683786 | VACO STAFFING |
| Registration Number: | 3686763 | VACO TECHNOLOGY |
| Registration Number: | 4682415 | MEB TOOLKIT |
| Registration Number: | 5564724 | |
| Registration Number: | 5564483 | |
| Registration Number: | 4972082 | MORGANFRANKLIN |
| Registration Number: | 4244299 | MORGANFRANKLIN |
| Registration Number: | 5082298 | FASTER, BETTER, DIFFERENT |
| Registration Number: | 5081897 | THE BETTER DIFFERENT |
| Registration Number: | 5081892 | BETTER DIFFERENT |

| Property Type | Number | Word Mark |
|----------------------|----------|-------------------------|
| Registration Number: | 5081873 | A BETTER DIFFERENT |
| Registration Number: | 4731467 | VOICES ON VALUE |
| Registration Number: | 3271811 | SURPASSING EXPECTATIONS |
| Registration Number: | 3703732 | CORE CONFIDENCE |
| Registration Number: | 5566979 | |
| Serial Number: | 86842856 | MERCHANDISING ON DEMAND |

CORRESPONDENCE DATA

Fax Number: 3129939767
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: 3129932622
Email: gayle.grocke@lw.com
Correspondent Name: Latham & Watkins LLP
Address Line 1: Gayle D. Grocke
Address Line 2: Latham & Watkins LLP
Address Line 4: Chicago, ILLINOIS 60611

| | |
|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | 057121-0257 |
| NAME OF SUBMITTER: | Gayle D. Grocke |
| SIGNATURE: | /gdg/ |
| DATE SIGNED: | 01/21/2022 |

Total Attachments: 6
source=Vaco - IP Release#page1.tif
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**RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL**

THIS RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL (this “Release”), dated as of January 21, 2022, is made by Antares Capital LP, as administrative agent (the “Agent”) in favor of Pivot Point Consulting, LLC, a Tennessee limited liability company, Vaco Nashville, LLC, a Tennessee limited liability company, Vaco New York, LLC (formerly known as Vaco NY, LLC), a Delaware limited liability company, Vaco Supply Chain Solutions, LLC, a Tennessee limited liability company, MEBC, Inc., a Pennsylvania corporation, and MorganFranklin Consulting, LLC, a Delaware limited liability company (collectively, the “Grantors”), as follows:

WITNESSETH:

WHEREAS, pursuant to that certain Guaranty and Security Agreement dated as of November 9, 2017 (as amended, supplemented or otherwise modified from time to time, the “Guaranty and Security Agreement”), among the Grantors and the other parties party thereto in favor of the Agent, and those certain agreements described on Annex I attached hereto (the “IP Security Agreements”), the Grantors granted a security interest in certain collateral in favor of the Agent, including the IP Collateral (as hereinafter defined); and

WHEREAS, the Agent now desires to terminate and release the IP Security Agreements and the entirety of its security interests granted therein, including in the IP Collateral described on Annex II attached hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms set forth in this Release, the Agent hereby agrees as follows:

1. Definitions. The term “IP Collateral”, as used herein, shall mean all of the Grantors’ right, title or interest in, or to any and all of the trademarks listed on Annex II attached hereto. Capitalized terms not defined herein have the meanings set forth in the Guaranty and Security Agreement or IP Security Agreements, as applicable.

2. Release of Security Interest. The Agent, without recourse, representation or warranty and at the Grantors’ sole cost and expense, hereby terminates, cancels, releases, relinquishes and discharges, in its entirety, for the benefit of the Grantors, and their successors and assigns, its security interest in and to the IP Collateral, the IP Security Agreements and any and all right, title and interest of the Agent in, to and under the IP Security Agreements including the IP Collateral shall hereby be terminated, cancelled, released, relinquished and discharged. The Agent hereby authorizes the Grantors and their successors, assigns or other legal representatives to file this Release with the United States Patent and Trademark Office, at the sole expense of the Grantors, to evidence and effectuate the release and termination of the Agent’s security interest in the IP Collateral.

3. Delivery by Facsimile. Delivery of an executed signature page to this Release by facsimile or electronic (including .pdf file) transmission shall be as effective as delivery of a manually signed counterpart of this Release. The parties hereby agree that the electronic signatures of the parties will have the same force and effect as a manual signatures.

4. Governing Law. THIS RELEASE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Release by its duly authorized officer as of the date first above written.

ANTARES CAPITAL LP,
as Agent

By: Colin W. Torrance
Name: Colin Torrance
Title: Authorized Signatory

ANNEX I

Trademark Security Agreement, dated as of November 9, 2017 and recorded with the United States Patent and Trademark Office on November 10, 2017 at Reel/Frame 6202/0333, Reel/Frame 6202/0342, 6202/0898, and 6202/0319.




Trademark Security Agreement, dated as of February 15, 2019 and recorded with the United States Patent and Trademark Office on February 15, 2019 at Reel 6565, Frame 0362.


Trademark Security Agreement, dated as of July 31, 2019.

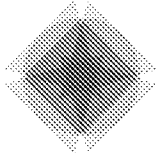
Trademark Security Agreement, dated as of May 18, 2020.

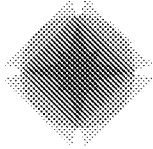

ANNEX II

TRADEMARK REGISTRATIONS AND APPLICATIONS

| Country | Mark | Serial No. Filing Date | Reg. No. Reg. Date | Status | Owner |
|---------------|--|---------------------------|-----------------------|------------|----------------------------------|
| United States | Design Only  | 85816070 1/4/2013 | 4380276 8/6/2013 | Registered | Pivot Point Consulting, LLC |
| United States | FREE YOURSELF | 77662234 2/3/2009 | 3877525 11/16/2010 | Registered | Vaco Nashville, LLC |
| United States | IFIND GROUP | 77093862 1/29/2007 | 3481354 8/5/2008 | Registered | Vaco NY, LLC |
| United States | MERCHANDISING ON DEMAND | 86842856 12/8/2015 | — | Pending | Vaco Supply Chain Solutions, LLC |
| United States | PIVOT POINT & Design  | 85816051 1/4/2013 | 4818273 9/22/2015 | Registered | Pivot Point Consulting, LLC |
| United States | PIVOT POINT CONSULTING | 85668100 7/3/2012 | 4541476 6/3/2014 | Registered | Pivot Point Consulting, LLC |
| United States | PIVOT POINT CONSULTING & Design  | 85816064 1/4/2013 | 4541621 6/3/2014 | Registered | Pivot Point Consulting, LLC |
| United States | VACO | 77338900 11/28/2007 | 3595980 3/24/2009 | Registered | Vaco Nashville, LLC |
| United States | VACO FINANCIAL | 77338894 11/28/2007 | 3683785 9/15/2009 | Registered | Vaco Nashville, LLC |

| Country | Mark | Serial No. Filing Date | Reg. No. Reg. Date | Status | Owner |
|---------------|---|---------------------------|-----------------------|------------|---------------------------|
| United States | VACO FREE YOURSELF. & Design  | 77666385 2/9/2009 | 3877531 11/16/2010 | Registered | Vaco Nashville, LLC |
| United States | VACO HEALTHCARE | 85867348 3/5/2013 | 4593748 8/26/2014 | Registered | Vaco Nashville, LLC |
| United States | VACO RESOURCES | 77338912 11/28/2007 | 3683787 9/15/2009 | Registered | Vaco Nashville, LLC |
| United States | VACO RISK SOLUTIONS | 85867153 3/5/2013 | 4649792 12/2/2014 | Registered | Vaco Nashville, LLC |
| United States | VACO STAFFING | 77338907 11/28/2007 | 3683786 9/15/2009 | Registered | Vaco Nashville, LLC |
| United States | VACO TECHNOLOGY | 77338890 11/28/2007 | 3686763 9/22/2009 | Registered | Vaco Nashville, LLC |
| United States | MEB TOOLKIT | 85667768 7/3/2012 | 4682415 2/3/2015 | Registered | MEBC, Inc. |

| Country | Mark | Serial No. Filing Date | Reg. No. Reg. Date | Status | Owner |
|---------------|---|---------------------------|------------------------|--------|-----------------------------------|
| United States | <i>Colored Logo Mark (Design Only)</i>  | 87767794 25-Jan-2018 | 5564724 18-Sep-2018 | Live | MorganFranklin Consulting, LLC |

| Country | Mark | Serial No. Filing Date | Reg. No. Reg. Date | Status | Owner |
|---------------|--|---------------------------|------------------------|------------|-----------------------------------|
| United States | Colored Logo Mark (Design Only)  | 87753387 12-Jan-2018 | 5564483 18-Sep-2018 | Live | MorganFranklin Consulting, LLC |
| United States | MorganFranklin | 86672376 24-Jun-2015 | 4972082 07-Jun-2016 | Live | MorganFranklin Consulting, LLC |
| United States | MORGANFRNKL IN | 85313200 05-May-2011 | 4244299 20-Nov-2012 | Live | MorganFranklin Consulting, LLC |
| United States | FASTER, BETTER, DIFFERENT | 87027898 06-May-2016 | 5082298 15-Nov-2016 | Live | MorganFranklin Consulting, LLC |
| United States | THE BETTER DIFFERENT | 86969390 08-Apr-2016 | 5081897 15-Nov-2016 | Live | MorganFranklin Consulting, LLC |
| United States | BETTER DIFFERENT | 86969364 08-Apr-2016 | 5081892 15-Nov-2016 | Live | MorganFranklin Consulting, LLC |
| United States | A BETTER DIFFERENT | 86968950 08-Apr-2016 | 5081873 15-Nov-2016 | Live | MorganFranklin Consulting, LLC |
| United States | VOICES ON VALUE | 86403817 23-Sep-2014 | 4731467 05-May-2015 | Dead | MorganFranklin Consulting, LLC |
| United States | SURPASSING EXPECTATIONS | 78798369 24-Jan-2006 | 3271811 31-Jul-2007 | Live | MorganFranklin Consulting, LLC |
| United States | CORE CONFIDENCE | 77506593 24-Jun-2008 | 3703732 27-Oct-2009 | Dead | MorganFranklin Consulting, LLC |
| United States | Design Only  | 87553320 8/2/2017 | 5566979 9/18/2018 | Registered | Vaco Nashville, LLC |