

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM720266

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bentley Mills, Inc.		04/04/2022	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Elavon Financial Services DAC, UK Branch		
Street Address:	125 Old Broad Street		
Internal Address:	Fifth Floor		
City:	London		
State/Country:	UNITED KINGDOM		
Postal Code:	EC2N 1AR		
Entity Type:	Corporation: UNITED KINGDOM		
PROPERTY NUMBERS Total: 91			
Property Type	Number	Word Mark	
Registration Number:	6235222	SUITABLE	
Registration Number:	6186542	INSITE VISUALIZER	
Registration Number:	6206529	TYPECAST	
Registration Number:	6038561	MISFIT	
Registration Number:	6054610	DOUBLE DOWN	
Registration Number:	6043802	DRUMLINE	
Registration Number:	6038533	SURE BET	
Registration Number:	6108599	ELITEFLEX	
Registration Number:	5789635	HIMITSU NI	
Registration Number:	5997653	DOG EARED	
Registration Number:	5997654	CHRONICLE	
Registration Number:	5985132	REDACTED	
Registration Number:	5997655	DUST JACKET	
Registration Number:	5629562	DISCORD	
Registration Number:	5704893	REDUX	
Registration Number:	5531597	REPOSE	
Registration Number:	5531451	BURNISH	
Registration Number:	5571439	OUTLIER	

CH \$2290.00 6235222

Property Type	Number	Word Mark
Registration Number:	5525665	RITUAL
Registration Number:	5454528	COIN-OP
Registration Number:	5454529	ENDGAME
Registration Number:	5351917	SECCO
Registration Number:	5351918	IMPASTO
Registration Number:	5351919	HIMITSU
Registration Number:	5449326	AFTER DARK
Registration Number:	5449327	NIGHT VISION
Registration Number:	5312569	AFFIXX
Registration Number:	5857782	TRESPASS
Registration Number:	5360624	UNDERGROUND
Registration Number:	5183135	HYPERSPACE
Registration Number:	5183136	TIME WARP
Registration Number:	5251881	DISRUPTOR
Registration Number:	5182836	LOST ANGELES
Registration Number:	5033013	ANARCHY
Registration Number:	6494731	MOMENT
Registration Number:	6494732	MEMORY
Registration Number:	6494733	MOOD
Registration Number:	6450269	PONDER
Serial Number:	90022129	BACKSTAGE
Serial Number:	88914667	ALLEGRO
Serial Number:	88829950	OFF THE CHAIN
Serial Number:	97201998	CLASSIC ROCK
Registration Number:	4618624	AFIRMA
Registration Number:	5032356	ALTITUDE
Registration Number:	5033014	ANTHEM
Registration Number:	4724909	ARCADE LEGEND
Registration Number:	4581207	BENTLEY
Registration Number:	1310199	BENTLEY
Registration Number:	3073401	BENTLEY PRINCE STREET
Registration Number:	5064594	BLACK BOOK
Registration Number:	4667500	BLAZE
Registration Number:	4852356	BUZZ WORTHY
Registration Number:	4769954	CARBON BEACH
Registration Number:	4852543	COHORT
Registration Number:	5032856	COLORCAST
Registration Number:	4581414	DRY LAKE

Property Type	Number	Word Mark
Registration Number:	3798178	ENCORERC
Registration Number:	4646111	FARRAGO
Registration Number:	4693071	FULFILL
Registration Number:	4769955	GROTTO TRAIL
Registration Number:	4937932	HIGH SCORE
Registration Number:	4577062	HITCHHIKER
Registration Number:	4621282	HOLLYWOOD SEQUEL
Registration Number:	4621280	KINGS ROAD
Registration Number:	4937930	MAGNETISM
Registration Number:	4725125	MELROSE DUSK
Registration Number:	4767244	MODERN BLOCK
Registration Number:	4577176	MORRO
Registration Number:	5125867	MOTTO
Registration Number:	4942454	MULTIPLAY
Registration Number:	4667498	NEW GOTHAM
Registration Number:	2259160	PRINCE STREET
Registration Number:	4667631	REALLY LATE NIGHT TV
Registration Number:	4732883	ROUGH IDEA
Registration Number:	4581415	SALT CREEK
Registration Number:	4667501	SATELLITE CITY
Registration Number:	4577103	SAVAGE JOURNEY
Registration Number:	5033015	SHAPESHIFTER
Registration Number:	4852527	SIGHT LINE
Registration Number:	4818809	SOHO DAWN
Registration Number:	5033016	SOUNDTRACK
Registration Number:	4842343	SUPERCOMPUTER
Registration Number:	5125869	TAGLINE
Registration Number:	5125870	TAGLINE STRIPE
Registration Number:	5251882	TELEPORT
Registration Number:	4828382	TECH UPD8
Registration Number:	4769867	TROUBADOUR
Registration Number:	4577175	ULURU
Registration Number:	4621281	URBAN SCENE
Registration Number:	5018391	VERTEX
Registration Number:	4769868	WANDERLUST

CORRESPONDENCE DATA

Fax Number: 2024083141

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: 2024083141
Email: jean.paterson@cscglobal.com
Correspondent Name: CSC
Address Line 1: 1090 Vermont Avenue, NW
Address Line 4: Washington, D.C. 20005

NAME OF SUBMITTER:	Jean Paterson
SIGNATURE:	/jep/
DATE SIGNED:	04/11/2022

Total Attachments: 8
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TRADEMARK SECURITY AGREEMENT

This 4th day of April, 2022, Bentley Mills, Inc., a Delaware corporation (the “*Debtor*”) with its principal place of business and mailing address at 2711 N Haskell Avenue Suite 1700 Dallas, Texas 75204, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to ELAVON FINANCIAL SERVICES DAC, UK BRANCH, with its registered office at Building 8, Cherrywood Business Park, Loughlinstown, Dublin 18, Ireland, acting through its UK Branch from its establishment at Fifth Floor, 125 Old Broad Street, London EC2N 1AR (Registration No. BR020005) under the trade name U.S. Bank Global Corporate Trust (“*Elavon*”), acting as security agent for itself and for the Secured Parties as defined in the US Security Agreement referred to below (Elavon and any successor(s) or assign(s) to Elavon acting in such capacity being hereinafter referred to as the “*Security Agent*”), and grants to the Security Agent for the benefit of the Secured Parties a continuing security interest in, the following property:

(i) Each trademark, trademark registration, and trademark application listed on Schedule A hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by the Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

to secure the payment and performance of all Secured Obligations of the Debtor as set out in that certain US Security Agreement dated as of April 4, 2022 between the Debtor, the other debtors party thereto and the Security Agent, as the same may be amended, modified, or restated from time to time (the “*US Security Agreement*”).

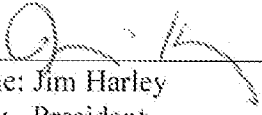
Notwithstanding anything herein to the contrary, this Trademark Security Agreement shall not operate as a sale, transfer, conveyance or other assignment to the Security Agent of any applications by the Debtor for a trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted (such pending applications which are based on intent to use being hereinafter referred to collectively as “*Intent-to-Use Applications*”), but rather, if and so long as the Debtor’s Intent-to-Use Application is pending without a Statement of Use having been filed and accepted, then this Trademark Security Agreement shall operate only to create a security interest for collateral purposes in favor of the Security Agent on such Intent-to-Use Application as collateral security for the Secured Obligations. When a Statement of Use is filed and accepted by the Trademark Office, then that application shall cease to be partly exempted from this Trademark Security Agreement.

The Debtor does hereby further acknowledge and affirm that the rights and remedies of the Security Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the US Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

This Trademark Security Agreement may be executed in any number of counterparts, and by the different parties on different counterpart signature pages, all of which taken together shall constitute one and the same agreement. Any of the parties hereto may execute this Trademark Security Agreement by signing any such counterpart and each of such counterparts shall for all purposes be deemed to be an original. Delivery of a counterpart hereof by facsimile transmission or by e-mail transmission of an Adobe portable document format file (also known as a "PDF" file) shall be effective as delivery of a manually executed counterpart hereof.

IN WITNESS WHEREOF, Debtor has caused this Trademark Security Agreement to be duly executed as of the date and year last above written.

BENTLEY MILLS, INC., a Delaware corporation

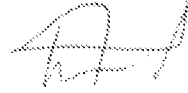
By: 
Name: Jim Harley
Title: President

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 007687 FRAME: 0449

Accepted and agreed to as of the date and year last above written.

ELAVON FINANCIAL SERVICES DAC, UK
BRANCH, AS SECURITY AGENT



Kamal Hussein
Authorised Signatory

By: _____
Name: _____
Title: _____

**SCHEDULE A
TO TRADEMARK SECURITY AGREEMENT**

**REGISTERED TRADEMARKS
AND TRADEMARK APPLICATIONS**

FEDERAL TRADEMARK REGISTRATIONS

<u>Owner</u>	<u>Jurisdiction</u>	<u>Registration Number</u>	<u>Title</u>	<u>Registration Date</u>
Bentley Mills, Inc.	U.S.	6235222	Suitable	12/29/20
Bentley Mills, Inc.	U.S.	6186542	Insite Visualizer	10/27/20
Bentley Mills, Inc.	U.S.	6206529	Typecast	11/24/20
Bentley Mills, Inc.	U.S.	6038561	Misfit	4/21/20
Bentley Mills, Inc.	U.S.	6054610	Double Down	5/12/20
Bentley Mills, Inc.	U.S.	6043802	Drumline	4/28/20
Bentley Mills, Inc.	U.S.	6038533	Sure Bet	4/21/20
Bentley Mills, Inc.	U.S.	6108599	Eliteflex	7/21/20
Bentley Mills, Inc.	U.S.	5789635	Himitsu Ni	6/25/19
Bentley Mills, Inc.	U.S.	5997653	Dog Eared	2/25/20
Bentley Mills, Inc.	U.S.	5997654	Chronicle	2/25/20
Bentley Mills, Inc.	U.S.	5985132	Redacted	2/11/20
Bentley Mills, Inc.	U.S.	5997655	Dust Jacket	2/25/20
Bentley Mills, Inc.	U.S.	5629562	Discord	12/11/18
Bentley Mills, Inc.	U.S.	5704893	Redux	3/19/18
Bentley Mills, Inc.	U.S.	5531597	Repose	7/31/18
Bentley Mills, Inc.	U.S.	5531451	Burnish	7/31/18
Bentley Mills, Inc.	U.S.	5571439	Outlier	9/25/18
Bentley Mills, Inc.	U.S.	5525665	Ritual	7/24/18
Bentley Mills, Inc.	U.S.	5454528	Coin-Op	4/24/18
Bentley Mills, Inc.	U.S.	5454529	Endgame	4/24/18
Bentley Mills, Inc.	U.S.	5351917	Secco	12/5/17
Bentley Mills, Inc.	U.S.	5351918	Impasto	12/5/17
Bentley Mills, Inc.	U.S.	5351919	Himitsu	12/5/17

Bentley Mills, Inc.	U.S.	5449326	After Dark	4/17/18
Bentley Mills, Inc.	U.S.	5449327	Night Vision	4/17/18
Bentley Mills, Inc.	U.S.	5312569	Affixx	10/17/17
Bentley Mills, Inc.	U.S.	5857782	Trespass	9/10/19
Bentley Mills, Inc.	U.S.	5360624	Underground	12/19/17
Bentley Mills, Inc.	U.S.	5183135	Hyperspace	4/11/17
Bentley Mills, Inc.	U.S.	5183136	Time Warp	4/11/17
Bentley Mills, Inc.	U.S.	5251881	Disruptor	7/25/17
Bentley Mills, Inc.	U.S.	5182836	Lost Angeles	4/11/17
Bentley Mills, Inc.	U.S.	5033013	Anarchy	8/30/16
Bentley Mills, Inc.	U.S.	6494731	Moment	9/21/21
Bentley Mills, Inc.	U.S.	6494732	Memory	9/21/21
Bentley Mills, Inc.	U.S.	6494733	Mood	9/21/21
Bentley Mills, Inc.	U.S.	6450269	Ponder	8/10/21
Bentley Mills, Inc.	U.S.	90022129	Backstage	8/10/21
Bentley Mills, Inc.	U.S.	88914667	Allegro	8/10/21
Bentley Mills, Inc.	U.S.	88829950	Off the Chain	10/12/21
Bentley Mills, Inc.	U.S.	97201998	CLASSIC ROCK	1/4/2022
Bentley Mills, Inc.	U.S.	4618624	AFIRMA	10/7/2014
Bentley Mills, Inc.	U.S.	5032356	ALTITUDE	8/30/2016
Bentley Mills, Inc.	U.S.	5033014	ANTHEM	8/30/2016
Bentley Mills, Inc.	U.S.	4724909	ARCADE LEGEND	4/21/2015
Bentley Mills, Inc.	U.S.	4581207	BENTLEY	8/5/2014
Bentley Mills, Inc.	U.S.	1310199	BENTLEY	12/18/1984
Bentley Mills, Inc.	U.S.	3073401	BENTLEY PRINCE STREET	3/28/2006
Bentley Mills, Inc.	U.S.	5064594	BLACK BOOK	10/18/2016
Bentley Mills, Inc.	U.S.	4667500	BLAZE	1/6/2015
Bentley Mills, Inc.	U.S.	4852356	BUZZ WORTHY	11/11/2015
Bentley Mills, Inc.	U.S.	4769954	CARBON BEACH	7/7/2015

Bentley Mills, Inc.	U.S.	4852543	COHORT	11/10/15
Bentley Mills, Inc.	U.S.	5032856	COLORCAST	8/30/2016
Bentley Mills, Inc.	U.S.	4581414	DRY LAKE	8/5/2014
Bentley Mills, Inc.	U.S.	3798178	ENCORERC	6/8/2010
Bentley Mills, Inc.	U.S.	4646111	FARRAGO	11/25/2014
Bentley Mills, Inc.	U.S.	4693071	FULFILL	2/24/2015
Bentley Mills, Inc.	U.S.	4769955	GROTTO TRAIL	7/7/2015
Bentley Mills, Inc.	U.S.	4937932	HIGH SCORE	4/12/2016
Bentley Mills, Inc.	U.S.	4577062	HITCHHIKER	7/29/2014
Bentley Mills, Inc.	U.S.	4621282	HOLLYWOOD SEQUEL	10/14/2014
Bentley Mills, Inc.	U.S.	4621280	KINGS ROAD	10/14/2014
Bentley Mills, Inc.	U.S.	4937930	MAGNETISM	4/12/2016
Bentley Mills, Inc.	U.S.	4725125	MELROSE DUSK	4/21/2015
Bentley Mills, Inc.	U.S.	4767244	MODERN BLOCK	7/7/2015
Bentley Mills, Inc.	U.S.	4577176	MORRO	7/29/2014
Bentley Mills, Inc.	U.S.	5125867	MOTTO	1/17/2017
Bentley Mills, Inc.	U.S.	4942454	MULTIPLAY	4/19/2016
Bentley Mills, Inc.	U.S.	4667498	NEW GOTHAM	1/6/2015
Bentley Mills, Inc.	U.S.	2259160	PRINCE STREET	7/6/1999
Bentley Mills, Inc.	U.S.	4667631	REALLY LATE NIGHT TV	1/6/2015
Bentley Mills, Inc.	U.S.	4732883	ROUGH IDEA	5/5/2015
Bentley Mills, Inc.	U.S.	4581415	SALT CREEK	8/5/2014
Bentley Mills, Inc.	U.S.	4667501	SATELLITE CITY	1/6/2015
Bentley Mills, Inc.	U.S.	4577103	SAVAGE JOURNEY	7/29/2014
Bentley Mills, Inc.	U.S.	5033015	SHAPESHIFTER	8/30/2015

Bentley Mills, Inc.	U.S.	4852527	SIGHT LINE	11/10/2015
Bentley Mills, Inc.	U.S.	4818809	SOHODAWN	9/22/2015
Bentley Mills, Inc.	U.S.	5033016	SOUNDTRACK	8/30/2016
Bentley Mills, Inc.	U.S.	4842343	SUPERCOMPUTER	10/27/2015
Bentley Mills, Inc.	U.S.	5125869	TAGLINE	1/17/2017
Bentley Mills, Inc.	U.S.	5125870	TAGLINE STRIPE	1/17/2017
Bentley Mills, Inc.	U.S.	5251882	TELEPORT	7/25/2017
Bentley Mills, Inc.	U.S.	4828382	TECH UPD8	10/6/2015
Bentley Mills, Inc.	U.S.	4769867	TROUBADOUR	7/7/2015
Bentley Mills, Inc.	U.S.	4577175	ULURU	7/29/2014
Bentley Mills, Inc.	U.S.	4621281	URBAN SCENE	10/14/2014
Bentley Mills, Inc.	U.S.	5018391	VERTEX	8/9/2016
Bentley Mills, Inc.	U.S.	4769868	WANDERLUST	7/7/2015