

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM795639

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MAGICSPACE ENTERTAINMENT, LLC		03/20/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	ABC FUNDING, LLC		
Street Address:	222 BERKELEY STREET		
Internal Address:	18TH FLOOR		
City:	BOSTON		
State/Country:	MASSACHUSETTS		
Postal Code:	02116		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	5260124	MAGICSPACE ENTERTAINMENT	
Registration Number:	5717052	A MAGICAL CIRQUE CHRISTMAS	
Registration Number:	6584116	GOLD OVER AMERICA TOUR	
Registration Number:	6760365	GOLD OVER AMERICA TOUR	
Serial Number:	97797686	SAVOR AFTER HOURS	
Serial Number:	97797439	SAVOR AFTER HOURS	
Serial Number:	97797349	SAVOR AFTER HOURS	
CORRESPONDENCE DATA			
Fax Number:	3105572193		
<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:	310-557-2900		
Email:	KLATHROP@PROSKAUER.COM		
Correspondent Name:	PROSKAUER ROSE LLP		
Address Line 1:	2029 CENTURY PARK EAST, SUITE 2400		
Address Line 2:	C/O KIMBERLEY A. LATHROP		
Address Line 4:	LOS ANGELES, CALIFORNIA 90067		
ATTORNEY DOCKET NUMBER:	47249.012		

CH \$190.00 5260124

NAME OF SUBMITTER:	Kimberley A. Lathrop
SIGNATURE:	/Kimberley A. Lathrop/
DATE SIGNED:	03/20/2023
Total Attachments: 4 source=Magic Space - Trademark Security Agreement [Execution]#page1.tif source=Magic Space - Trademark Security Agreement [Execution]#page2.tif source=Magic Space - Trademark Security Agreement [Execution]#page3.tif source=Magic Space - Trademark Security Agreement [Execution]#page4.tif	

TRADEMARK SECURITY AGREEMENT

This **Trademark Security Agreement** (this “**Trademark Security Agreement**”) is made as of March 20, 2023, by MagicSpace Entertainment, LLC, a Delaware limited liability company (the “**Grantor**”), in favor of ABC Funding, LLC, a Delaware limited liability company, in its capacity as Collateral Agent (together with its successors and assigns in such capacity, the “**Grantee**”).

WHEREAS, the Grantor has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the “**Trademarks**”);

WHEREAS, the Grantor has entered into that certain Omnibus Security Agreement Supplement, dated as of the date hereof, to the Pledge and Security Agreement, dated as of October 26, 2022 (as amended, restated, supplemented, modified or otherwise changed from time to time, the “**Security Agreement**”), by and among the Grantor and certain of its Affiliates in favor of the Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the “**Collateral**”), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby pledge, convey, sell, assign, transfer and set over unto the Grantee and grants to the Grantee for the benefit of the Grantee and the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the date first set forth above.


MAGICSPACE ENTERTAINMENT, LLC

By: DocuSigned by:
Timothy Ward
Name: Timothy Ward
Title: Treasurer

Acknowledged and Agreed:

ABC FUNDING, LLC,
as Collateral Agent

By: Summit Partners Credit Advisors, L.P., its Manager

By: 

Name: James Freeland

Title: Authorized Signatory

SCHEDULE A TO TRADEMARK SECURITY AGREEMENTTrademarks and Trademark Applications

Country	Trademark	Status	Reg. No. App. No.	Reg. Date App. Date	Owner/Grantor
US	"MagicSpace Entertainment"	Registered	5260124	8/8/2017	MagicSpace Entertainment, LLC
US	"A Magical Cirque Christmas"	Registered	5717052	4/2/2019	MagicSpace Entertainment, LLC
US	"Gold Over America Tour"	Registered	6584116	12/7/2021	MagicSpace Entertainment, LLC
US	Gold Over America Tour	Registered	6760365	6/14/2022	MagicSpace Entertainment, LLC
US	SAVOR AFTER HOURS	Application	97797686	02/16/2023	MagicSpace Entertainment, LLC
US	SAVOR AFTER HOURS	Application	97797439	02/16/2023	MagicSpace Entertainment, LLC
US	SAVOR AFTER HOURS	Application	97797349	02/16/2023	MagicSpace Entertainment, LLC