

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM807535

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest (Recorded at 5996-0367)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Jefferies Finance LLC		04/26/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	OPTIV INC		
Street Address:	1144 15TH ST		
Internal Address:	SUITE 2900		
City:	DENVER		
State/Country:	COLORADO		
Postal Code:	80202		
Entity Type:	Corporation: DELAWARE		
Name:	OPTIV SECURITY INC		
Street Address:	1144 15TH ST		
Internal Address:	SUITE 2900		
City:	DENVER		
State/Country:	COLORADO		
Postal Code:	80202		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	5161694	OPTIV	
Registration Number:	5161762	OPTIV	
Registration Number:	5863368	OPTIV SECURITY	
Registration Number:	4036823	ACCUVANT	
Registration Number:	4036824	ACCUVANT	
Registration Number:	4459079	CYBERBOT	
Registration Number:	4456557	CLAB	
CORRESPONDENCE DATA			
Fax Number:	2124464900		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

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using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2124464727
Email: hsmith@kirkland.com
Correspondent Name: Hayley Smith
Address Line 1: Kirkland & Ellis LLP
Address Line 2: 601 Lexington Ave
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	42492-5
NAME OF SUBMITTER:	Hayley Smith
SIGNATURE:	/Hayley Smith/
DATE SIGNED:	05/02/2023

Total Attachments: 4
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TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT

This Termination and Release of Trademark Security Agreement (this “**Termination**”), dated as of April 26, 2023, is executed by **JEFFERIES FINANCE LLC**, a Delaware limited liability company, in its capacity as collateral agent (“**Collateral Agent**”), in favor of **OPTIV INC.**, a Delaware corporation and **OPTIV SECURITY INC.**, a Delaware corporation (collectively, the “**Grantors**”). All capitalized terms used in this Termination and not otherwise defined herein, shall have the respective meanings given to such terms in the Trademark Security Agreement (as defined herein).

RECITALS

A. WHEREAS, the Collateral Agent, the Grantors, and certain other parties entered into that certain Second Lien Credit Agreement, dated as of February 1, 2017 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”);

B. WHEREAS, pursuant to the Security Agreement, the Grantors executed and delivered that certain Grant of Security Interest in Trademark Rights dated as of February 1, 2017 (as amended, restated, supplemented or otherwise modified from time to time, the “Trademark Security Agreement”), whereby the Grantors granted to the Collateral Agent, on behalf of the Secured Parties, a lien on and security interest in and to all of the Grantors’ right, title and interest, including the goodwill associated therewith, in, to and under the Collateral, including the trademarks and trademark applications set forth on Exhibit A attached hereto (collectively, the “Released Collateral”);

C. WHEREAS, the Trademark Security Agreement was recorded in the United States Patent and Trademark Office (the “USPTO”) on February 23, 2017 at Reel 5996, Frame 0367; and

D. WHEREAS, in connection with the Grantors’ repayment of all obligations outstanding under the Security Agreement, pursuant to that certain payoff letter, dated April 26, 2023, between Collateral Agent and Grantors, the Collateral Agent wishes to release and terminate its lien on and security interest in, to and under the Released Collateral as provided in this Release.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Collateral Agent hereby agrees as follows:

(a) Collateral Agent terminates and releases its lien on and security interest in, to and under the Released Collateral.

(b) Collateral Agent represents and warrants that it has the full power and authority to execute this Termination.

(c) Collateral Agent authorizes the Grantors or their designees to record this Termination with the USPTO at the sole expense of the Grantors and authorizes and requests the trademark division of the USPTO to record this Termination.

(d) Collateral Agent agrees to take all necessary actions and provide to the Grantors and their successors, assigns and legal representatives all such cooperation and assistance, including, without limitation, the execution and delivery of any and all necessary documents or other instruments, in each case at the Grantors' sole expense and as the Grantors and their successors, assigns and legal representatives may reasonably request in order to confirm, effectuate or record the release of the security interest contemplated hereby.

(e) This Termination shall be governed by, and construed in accordance with, the laws of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, Collateral Agent has executed and delivered this Termination as of the day and year first above written.

**JEFFERIES FINANCE LLC, in its capacity as
Collateral Agent**

By:  _____
Name: Brian Buoye
Title: Managing Director

Exhibit A

Trademarks and Trademark Applications

OWNER	APPLICATION NUMBER	REGISTRATION NUMBER	TRADEMARK
Optiv Inc.	86579559	5161694	OPTIV
Optiv Inc.	86579579		OPTIV CYBERSECURITY
Optiv Inc.	86633787	5161762	OPTIV
Optiv Inc.	86579587	5863368	OPTIV SECURITY
Optiv Inc.	86579599		OPTIV SECURITY GROUP
Optiv Inc.	86633793		OPTIV SECURITY
Optiv Security Inc.	77945928	4036823	ACCUVANT
Optiv Security Inc.	77945935	4036824	ACCUVANT
Optiv Inc.	86579630		TALEN
Optiv Security Inc.	85602272	4356455	6LABS
Optiv Security Inc.	85602313	4307964	THREATDETECT
Optiv Security Inc.	85602291	4307963	THREATPROTECT
Optiv Security Inc.	85968472	4466480	THREATCOLLECTOR
Optiv Security Inc.	85941116	4480344	ISWAT
Optiv Security Inc.	85937140	4664949	IAM5
Optiv Security Inc.	85937152	4459079	CYBERBOT
Optiv Security Inc.	85841848	4456557	CLAB
Optiv Security Inc.	85836559	4399610	C.A.R.E.
Optiv Security Inc.	78857610	3219901	Miscellaneous Design FISHNET SECURITY INC

[Exhibit A to Termination and Release of Trademark Security Agreement]