

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM843379

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Second Lien Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BEL USA LLC		09/27/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Onex Falcon Agency Services, LLC, as Agent		
Street Address:	21 Custom House Street, 10th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	4364085	DISCOUNT PROMOS	
Registration Number:	4371429	DISCOUNT PENS	
Registration Number:	5550235	B	
Registration Number:	5462302	DISCOUNTMUGS	
Registration Number:	5359816	DISCOUNT MUGS	
Registration Number:	5690181	DISCOUNT MUGS	
Registration Number:	6850425	B BELPROMO	
Serial Number:	98155649	DIRECTSOURCE	
CORRESPONDENCE DATA			
Fax Number:	8009144240		
<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:	800-713-0755		
Email:	Michael.Violet@wolterskluwer.com		
Correspondent Name:	CT Corporation		
Address Line 1:	4400 Easton Commons Way		
Address Line 2:	Suite 125		
Address Line 4:	Columbus, OHIO 43219		
NAME OF SUBMITTER:	Doris Ka		

OP \$215.00 4364085

SIGNATURE:	/Doris Ka/
DATE SIGNED:	10/03/2023
Total Attachments: 5 source=62. BEL - Second Lien Trademark Security Agreement#page1.tif source=62. BEL - Second Lien Trademark Security Agreement#page2.tif source=62. BEL - Second Lien Trademark Security Agreement#page3.tif source=62. BEL - Second Lien Trademark Security Agreement#page4.tif source=62. BEL - Second Lien Trademark Security Agreement#page5.tif	

THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS EVIDENCED HEREBY ARE SUBORDINATE IN THE MANNER AND TO THE EXTENT SET FORTH IN THAT CERTAIN AMENDED AND RESTATED SUBORDINATION AND INTERCREDITOR AGREEMENT DATED AS OF SEPTEMBER 27, 2023 (AS AMENDED, RESTATED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME, IN ACCORDANCE WITH ITS TERMS, THE “SUBORDINATION AGREEMENT”), AMONG ONEX FALCON AGENCY SERVICES, LLC, AS SUBORDINATED AGENT (AS DEFINED IN THE SUBORDINATION AGREEMENT), EACH OTHER SUBORDINATED CREDITOR FROM TIME TO TIME PARTY THERETO, AND KAYNE SENIOR CREDIT III LOANCO, LLC, AS SENIOR AGENT FOR THE BENEFIT OF ITSELF AND THE OTHER SENIOR CREDITORS, AND ACKNOWLEDGED AND AGREED TO BY BEL USA LLC, A DELAWARE LIMITED LIABILITY COMPANY (“BORROWER”), BEL USA HOLDINGS, LLC, A DELAWARE LIMITED LIABILITY COMPANY (“PARENT”), AS A GUARANTOR (BORROWER AND PARENT TOGETHER WITH ANY OTHER LOAN PARTIES (AS DEFINED IN THE BELOW DEFINED SENIOR CREDIT AGREEMENT), COLLECTIVELY THE “COMPANIES” AND EACH INDIVIDUALLY A “COMPANY”), TO ALL OF THE SENIOR DEBT (AS DEFINED IN THE SUBORDINATION AGREEMENT), INCLUDING, WITHOUT LIMITATION, ALL OF THE INDEBTEDNESS (INCLUDING INTEREST) OWED BY BORROWER PURSUANT TO THAT CERTAIN CREDIT AGREEMENT DATED AS OF NOVEMBER 2, 2018 AMONG BORROWER, SENIOR AGENT AND THE LENDERS FROM TIME TO TIME PARTY THERETO (THE “SENIOR CREDIT AGREEMENT”), AS SUCH SENIOR CREDIT AGREEMENT HAS BEEN AND HEREAFTER MAY BE AMENDED, RESTATED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME IN ACCORDANCE WITH THE SUBORDINATION AGREEMENT AND TO INDEBTEDNESS REFINANCING THE INDEBTEDNESS UNDER THE SENIOR CREDIT AGREEMENT, IN EACH CASE, AS CONTEMPLATED BY THE SUBORDINATION AGREEMENT (TO THE EXTENT PERMITTED BY THE SUBORDINATION AGREEMENT); AND EACH HOLDER OF THIS INSTRUMENT, BY ITS ACCEPTANCE HEREOF, IRREVOCABLY AGREES TO BE BOUND BY THE PROVISIONS OF THE SUBORDINATION AGREEMENT.

SECOND LIEN TRADEMARK SECURITY AGREEMENT

September 27, 2023

WHEREAS, BEL USA LLC, a Delaware limited liability company (the “Assignor”) has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1, which trademarks and service marks are registered in the United States Patent and Trademark Office (collectively, the “Trademarks”);

WHEREAS, the Assignor, has entered into a Second Lien Security Agreement, dated as of September 27, 2023 (the “Security Agreement”), in favor of Onex Falcon Agency Services, LLC, in its capacity as Agent (as defined in the Security Agreement) (the “Assignee”). Capitalized terms used in this Assignment and not defined in this Assignment shall have the meanings ascribed to such terms in the Security Agreement;

WHEREAS, pursuant to the Security Agreement, the Assignor has collaterally assigned to the Assignee and granted to the Assignee for the benefit of the Noteholder Parties a

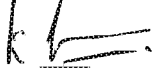
continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, 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:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby grant to the Assignee for the benefit of the Noteholder Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee 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.


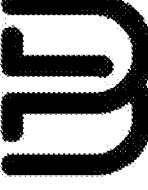


IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

BEL USA LLC

By: 
Name: Sai Koppaka
Title: President, Chief Executive Officer

SCHEDULE 1
TO SECOND LIEN TRADEMARK SECURITY AGREEMENT

Trademarks and Trademark Applications:

Mark	Filing Date / Registration Date	Application No. / Registration No.	Owner of Record
DISCOUNT PROMOS and Design 	Filing Date: 7/9/2013	4,364,085	BEL USA LLC
DISCOUNT PENS and Design 	Filing Date: 7/23/2013	4,371,429	BEL USA LLC
	Filing Date: 8/28/2018	5,550,235	BEL USA LLC
discountmugs	Filing Date: 5/8/2018	5,462,302	BEL USA LLC
 DISCOUNTMUGS	Filing Date: 9/19/2017	5,359,816	BEL USA LLC
Discount Mugs	Filing Date: 3/5/2019	5,690,181	BEL USA LLC
 BELPROMO	Filing Date: 9/20/2022	6,850,425	BEL USA LLC
“B” DirectSource	Filing Date: 8/29/2023	98155649	BEL USA LLC