

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM429375

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ADIR INTERNATIONAL, LLC		05/26/2017	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	333 South Hope Street
Internal Address:	13th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	3567322	LA CURACAO
Registration Number:	4462384	CURACAO
Registration Number:	4339885	CURACAO
Registration Number:	2661832	
Registration Number:	2661831	UN POCO DE SU PAIS
Serial Number:	87224218	PIXEL
Serial Number:	87224196	PIXEL
Registration Number:	5058848	ICURACAO.COM
Registration Number:	4550411	CTL WIRELESS
Registration Number:	4205695	CURATEL
Registration Number:	1968716	LA CURACAO

CORRESPONDENCE DATA

Fax Number: 7037125050

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: 703-712-5352

Email: jmiller@mcguirewoods.com

Correspondent Name: Joyce Miller

TRADEMARK

Address Line 1: 1750 Tysons Blvd.
Address Line 2: Suite 1800
Address Line 4: Tysons, VIRGINIA 22102

NAME OF SUBMITTER: Joyce Miller

SIGNATURE: /Joyce Miller/

DATE SIGNED: 05/31/2017

Total Attachments: 4

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MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY

May 26, 2017

ADIR INTERNATIONAL, LLC, a Delaware limited liability company (“Debtor”), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, a national banking association (“Agent”), whose address is 333 South Hope Street, 13th Floor, Los Angeles, California 90071, a security interest in and to all of Debtor’s right, title and interest in and to: the trademarks and trademark registrations and applications therefor owned by Debtor which are identified on Exhibit A attached hereto and herein incorporated by this reference (the “Trademarks”), together with the goodwill and assets of Debtor’s business, as set forth in the Loan Agreement (as defined below), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interests are contained in that certain Second Amended and Restated Loan and Security Agreement, dated as of May 26, 2017 (as amended, restated, amended or restated, supplemented or otherwise modified from time to time, the “Loan Agreement”), by and among Debtor, Adir Financial, LLC, a Delaware limited liability company, Lenders party thereto (as defined in the Loan Agreement) and Agent, as security for the Obligations (as defined in the Loan Agreement) as set forth in the Loan Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Agent may have in any other collateral described in the Loan Agreement or otherwise.

The undersigned Debtor and the Agent hereby acknowledge and agree that the security interest in the foregoing Trademarks may only be terminated in accordance with the terms of the Loan Agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTOR:

ADIR INTERNATIONAL, LLC,
a Delaware limited liability company

By: _____

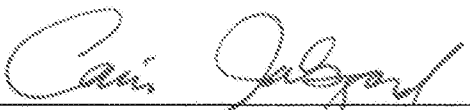
Name:

Title:

A handwritten signature in black ink, appearing to be "H. C. ...", is written over a horizontal dotted line. The signature is stylized and partially overlaps the text labels "By:", "Name:", and "Title:".

AGENT:


BANK OF AMERICA, N.A.

By:  _____

Name: Carin C. Julsgard

Title: Senior Vice President

EXHIBIT A
TRADEMARKS

<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Federal Registration No.</u>	<u>Registration Date</u>
LA CURACAO	Adir International, LLC	REGISTERED	3567322	01/27/2009
CURACAO	Adir International, LLC	REGISTERED	4462384	01/07/2014
	Adir International, LLC	REGISTERED	4339885	05/21/2013
PENGUIN (DESIGN) 	Adir International, LLC	REGISTERED	2661832	12/17/2002
UN POCO DE SU PAIS	Adir International, LLC	REGISTERED	2661831	12/17/2002
PIXEL	Adir International, LLC	REGISTERED	87224218 (Serial Number)	11/02/2016
PIXEL	Adir International, LLC	REGISTERED	87224196 (Serial Number)	11/02/2016
ICURACAO.COM	Adir International, LLC	REGISTERED	5058848	10/11/2016
CTL WIRELESS	Adir International, LLC	REGISTERED	4550411	06/17/2014
CURATEL	Adir International, LLC	REGISTERED	4205695	09/11/2012
LA CURACAO	Adir International, LLC	REGISTERED	1968716	04/16/1996