

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: TMI138465

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Broadway Records LLC		04/02/2024	Limited Liability Company: NEW YORK
Earthsea Management Inc.		04/02/2024	Corporation: CALIFORNIA
Soundtrack Records Inc.		04/02/2024	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Company Name:	Northleaf Capital Partners (Canada) Ltd., as Administrative Agent		
Street Address:	79 Wellington Street West		
Internal Address:	6th Floor, Box 120		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5K 1N9		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4586978	REAL MUSIC	
Registration Number:	3278020	IRELAX	
Registration Number:	2578158	LAKESHORE RECORDS	
Registration Number:	4359452	BROADWAY RECORDS	
Registration Number:	3836667	REAL MUSIC	
Registration Number:	2837399	REAL MYSTIC	
CORRESPONDENCE DATA			
Fax Number:	7043311159		
<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:	7043311000		
Email:	christinaquinn@mvalaw.com,PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	John E. Slaughter III		
Address Line 1:	100 North Tryon Street		
Address Line 2:	Suite 4700		
Address Line 4:	Charlotte, NORTH CAROLINA 28202-4003		

OP \$165.00.00 85938594

ATTORNEY DOCKET NUMBER:	422311.000830
NAME OF SUBMITTER:	CHRISTINA QUINN
SIGNATURE:	CHRISTINA QUINN
DATE SIGNED:	04/02/2024

Total Attachments: 4

source=NGSI-T from Broadway Records, Earthsea Management & Soundtrack Records to Northleaf Capital Partners (Canada) Ltd., as AA#page1.tif

source=NGSI-T from Broadway Records, Earthsea Management & Soundtrack Records to Northleaf Capital Partners (Canada) Ltd., as AA#page2.tif

source=NGSI-T from Broadway Records, Earthsea Management & Soundtrack Records to Northleaf Capital Partners (Canada) Ltd., as AA#page3.tif

source=NGSI-T from Broadway Records, Earthsea Management & Soundtrack Records to Northleaf Capital Partners (Canada) Ltd., as AA#page4.tif

Notwithstanding anything herein to the contrary, the lien and security interest granted to the Administrative Agent pursuant to or in connection with this Agreement, the terms of any Collateral Document, and the exercise of any right or remedy by the Administrative Agent thereunder are subject to the provisions of the Intercreditor Agreement dated as of April 2, 2024 (as amended, restated, amended and restated supplemented or otherwise modified from time to time, the “Intercreditor Agreement”), among Fifth Third Bank, National Association, as the First Lien Agent, and Northleaf Capital Partners (Canada) Ltd., as Second Lien Agent. In the event of any conflict between the terms of the Intercreditor Agreement and this Agreement or any Collateral Document, the terms of the Intercreditor Agreement shall control to the extent set forth therein.

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

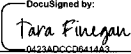
Ladies and Gentlemen:

Please be advised that pursuant to the Second Lien Security and Pledge Agreement dated as of April 2, 2024 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the “Agreement”) and among the Grantors party thereto (each a “Grantor” and collectively, the “Grantors”) and Northleaf Capital Partners (Canada) Ltd., as administrative agent (the “Administrative Agent”) for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest (subject only to Permitted Liens and second in right to the First Lien Obligations to the extent provided in the Intercreditor Agreement) in, and a right to set off against, the trademarks and trademark applications shown on Schedule 1 attached hereto to the Administrative Agent for the benefit of the Secured Parties.

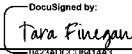
The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

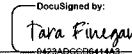
BROADWAY RECORDS LLC

By: 
Name: Tara Finegan
Title: Chief Operating Officer

EARTHSEA MANAGEMENT INC.

By: 
Name: Tara Finegan
Title: Secretary

SOUNDTRACK RECORDS INC.

By: 
Name: Tara Finegan
Title: Secretary


Acknowledged and Accepted:

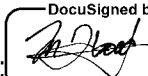
NORTHLEAF CAPITAL PARTNERS (CANADA) LTD., as Administrative Agent

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

NORTHLEAF CAPITAL PARTNERS (CANADA) LTD., as Administrative Agent

DocuSigned by:

By: _____
D4AF19ADD0B5409...
Name: Katherine Gurney
Title: General Counsel and Secretary
Signed at: Toronto, Canada

DocuSigned by:

By: _____
17ADF99476874D1...
Name: Michael Flood
Title: Managing Director
Signed at: Toronto, Canada

SCHEDULE I

to

**NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS**

Trademark Registrations

Description	Registration #	Serial #	Renewal Date	Type
Real Music	4586978	85938594	08/19/2024	Trademark
iRelax	3278020	78976823	02/07/2028	Non-material Trademark
Lakeshore Records	2578158	76246065	12/13/2032	Trademark
Broadway Records	4359452	85762601	12/27/2033	Trademark
Real Music	3836667	77724798	25/08/2030	Trademark
Real Mystic	2837399	78197495	07/04/2024	Non-material Trademark