

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM353131

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
SEQUENCE:	1		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Deutsche Bank AG New York Branch		08/28/2015	National Banking Corporation:
RECEIVING PARTY DATA			
Name:	Atlas Energy Group LLC		
Street Address:	1000 COMMERCE DRIVE, 4TH FLOOR		
City:	PITTSBURGH		
State/Country:	PENNSYLVANIA		
Postal Code:	15275		
Entity Type:	Limited Liability Company: Delaware		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4065555	ATLAS ENERGY	
Registration Number:	4216363	ATLAS ENERGY	
Registration Number:	4043933	A	
Registration Number:	4090913	A	
CORRESPONDENCE DATA			
Fax Number:	3129939767		
<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:	312.876.7700		
Email:	thomas.buettner@lw.com		
Correspondent Name:	Thomas J. Buettner		
Address Line 1:	Latham & Watkins LLP		
Address Line 2:	330 North Wabash Avenue, Suite 2800		
Address Line 4:	Chicago, ILLINOIS 60611		
ATTORNEY DOCKET NUMBER:	056855-0001		
NAME OF SUBMITTER:	Thomas J. Buettner		
SIGNATURE:	/tjb/		
DATE SIGNED:	08/28/2015		

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Total Attachments: 3

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**TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS**

August 28, 2015

WHEREAS ATLAS ENERGY GROUP, LLC, a Delaware limited liability company (“Grantor”), entered into that certain Trademark Security Agreement dated February 27, 2015 (the “Security Agreement”) with DEUTSCHE BANK AG NEW YORK BRANCH, a national banking corporation (the “Administrative Agent”), notice of which was recorded March 3, 2015 at the United States Patent and Trademark Office at Reel 5470, Frame 0039;

WHEREAS, Grantor granted the Administrative Agent, under the terms of the Security Agreement, a continuing security interest (the “Security Interest”) in favor of the Administrative Agent, in and to certain of Grantor’s intellectual property, including without limitation the trademarks listed in **Schedule A** (collectively, the “Trademarks”) and all of the goodwill of the business connected with the use of, and symbolized by the Trademarks; and

WHEREAS, the Administrative Agent has agreed to terminate and release its security interest in all such Trademarks and goodwill as herein provided.

NOW, THEREFORE, in consideration of the foregoing and intending to be legally bound, the Administrative Agent, for itself and on behalf of the lenders in association with the Security Interest, hereby releases, terminates and discharges all liens and the Security Interest, hereby waives and relinquishes all its rights, powers, privileges and remedies with respect to Grantor and its successors and assigns in association with the Security Interest, and hereby releases Grantor and its successors and assigns from all covenants, obligations, liabilities and warranties in association with the Security Interest.

[Signature page to follow]

DEUTSCHE BANK AG NEW YORK BRANCH

By: Peter Cucchiara

Name:

Title:

Peter Cucchiara
Vice President

By: Michael Winters

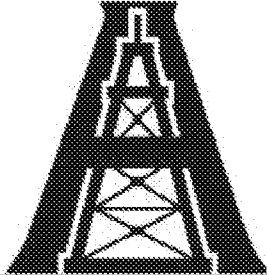
Name:

Title:

Michael Winters
Vice President

Schedule A

TRADEMARKS

OWNER	REGISTRATION NUMBER	TRADEMARK
Atlas Energy Group, LLC	4065555	ATLAS ENERGY
Atlas Energy Group, LLC	4216363	ATLAS ENERGY
Atlas Energy Group, LLC	4043933	
Atlas Energy Group, LLC	4090913	