

900381427 10/14/2016

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM401981

| | |
|------------------------------|------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | RELEASE OF SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------|----------|----------------|--------------|
| Royal Bank of Canada | | 10/12/2016 | Bank: CANADA |

RECEIVING PARTY DATA

| | |
|--------------------------|---|
| Name: | Vivid Seats LLC |
| Street Address: | 111 North Canal Street |
| Internal Address: | Suite 800 |
| City: | Chicago |
| State/Country: | ILLINOIS <i>Limited Liability Company</i> |
| Postal Code: | 60606 |
| Entity Type: | Corporation DELAWARE |

PROPERTY NUMBERS Total: 11

| Property Type | Number | Word Mark |
|----------------------|----------|-------------------------------------|
| Registration Number: | 3614140 | VIVID SEATS |
| Serial Number: | 86339161 | SKYBOX |
| Serial Number: | 86339197 | SKYBOX TICKET RESALE PLATFORM |
| Serial Number: | 86753919 | VIVID SEATS |
| Serial Number: | 86765885 | VIVID VALUES |
| Serial Number: | 86765894 | DON'T JUST SIT THERE. . . |
| Serial Number: | 86765911 | WIN-SURANCE |
| Serial Number: | 86765964 | MORE THAN TICKETS, VIVID SEATS. . . |
| Serial Number: | 86753886 | VS |
| Serial Number: | 86753898 | VIVIDSEATS |
| Serial Number: | 86814396 | SEE MORE. SIT CLOSER. |

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CORRESPONDENCE DATA

Fax Number: 2123037064
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: 212.318.6824
 Email: christinedionne@paulhastings.com
 Correspondent Name: Christine Dionne c/o Paul Hastings LLP
 Address Line 1: 200 Park Avenue

Address Line 2: 28th Floor
Address Line 4: New York, NEW YORK 10166

ATTORNEY DOCKET NUMBER: 78436.00197

NAME OF SUBMITTER: Christine Dionne

SIGNATURE: /Christine Dionne/

DATE SIGNED: 10/14/2016

Total Attachments: 4

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This **RELEASE OF SECURITY INTEREST IN TRADEMARKS** (this "Release") is dated as of October 12, 2016 by ROYAL BANK OF CANADA, in its capacity as collateral agent for the Lenders (together with any successors and permitted assigns thereto in such capacity, the "Collateral Agent"), in favor of VIVID SEATS LLC, a Delaware limited liability company (the "Grantor"). All capitalized terms used but not otherwise defined herein have the meanings given to them in the Trademark Security Agreement (as defined below).

WHEREAS, the Grantor and the Collateral Agent entered into that certain Trademark Security Agreement, dated as of March 1, 2016 (the "Trademark Security Agreement");

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on March 1, 2016 in Reel 5742, Frame 0935;

WHEREAS, pursuant to the terms and conditions of the Security Agreement, the Grantor granted to the Collateral Agent, on behalf of and for the ratable benefit of the lenders under the Credit Agreement, a security interest (the "Security Interest") in all of the Grantor's right, title and interest in, to and under the Trademark Collateral, including, without limitation, the United States registered Trademarks and applications for Trademark registration listed on Schedule I attached hereto; and

WHEREAS, the Collateral Agent desires to terminate and release the Security Interest in the Trademark Collateral.

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

The Collateral Agent, on behalf of itself and the lenders under the Credit Agreement, hereby terminates, releases and forever discharges the Security Interest in the Trademark Collateral, and retransfers and reassigns to the Grantor, without representation or warranty of any kind, express or implied, free and clear of any claims by Collateral Agent, all right, title or interest of the Collateral Agent in, to or under the Trademark Collateral.

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IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be executed by its duly authorized signatory effective as of the date first above written.

ROYAL BANK OF CANADA,
as Collateral Agent

By: 

Name:

Title:

Yvonne Brazier
Manager, Agency

SCHEDULE I

UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS

Registered Trademarks and service marks:

| Trademark | Registration Number | Registration Date | Registrant |
|------------------|----------------------------|--------------------------|---|
| VIVID SEATS | 3614140 | 04/28/2009 | Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.) |

Applications to register Trademarks and service marks:

| Trademark | Registration Number | Registration Date | Registrant |
|----------------------------------|----------------------------|--------------------------|---|
| SKYBOX | 86339161 | 07/16/2014 | Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.) |
| SKYBOX TICKET RESALE PLATFORM | 86339197 | 07/16/2014 | Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.) |
| VIVID SEATS | 86753919 | 09/11/2015 | Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.) |
| VIVID VALUES | 86765885 | 09/23/2015 | Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.) |
| DON'T JUST SIT THERE... | 86765894 | 09/23/2015 | Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.) |

| Trademark | Registration Number | Registration Date | Registrant |
|---|----------------------------|--------------------------|---|
| WIN-SURANCE | 86765911 | 09/23/2015 | Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.) |
| MORE THAN TICKETS, VIVID SEATS... | 86765964 | 09/23/2015 | Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.) |
|  | 86753886 | 09/11/2015 | Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.) |
| VIVIDSEATS | 86753898 | 09/11/2015 | Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.) |
|  | 86814396 | 11/09/2015 | Vivid Seats LLC (successor by merger to Vivid Seats, Ltd.) |