

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM570491

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TERMINATION AND RELEASE OF FIRST PRIORITY AND JUNIOR PRIORITY SECURITY INTEREST IN TRADEMARK RIGHTS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DEUTSCHE BANK TRUST COMPANY AMERICAS		04/01/2020	BANKING CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	VIRGIN MOBILE USA, L.P.
Street Address:	6200 SPRINT PARKWAY
City:	OVERLAND PARK
State/Country:	KANSAS
Postal Code:	66251
Entity Type:	Limited Partnership: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	4335891	A HIGHER CALLING
Registration Number:	3978878	ASSURANCE WIRELESS
Registration Number:	4219384	CHASER
Registration Number:	3962866	COMMON CENTS MOBILE
Registration Number:	3962955	COMMON CENTS MOBILE
Registration Number:	3410079	CONTACT VAULT
Registration Number:	3596600	HELIO
Registration Number:	4042899	PAYLO
Registration Number:	3926660	ROUND DOWN

CORRESPONDENCE DATA

Fax Number: 2124552502

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)455-3605

Email: ksolomon@stblaw.com

Correspondent Name: GENEVIEVE DORMENT, ESQ.

Address Line 1: SIMPSON THACHER & BARTLETT LLP

Address Line 2: 425 LEXINGTON AVENUE

Address Line 4: NEW YORK, NEW YORK 10017

TRADEMARK

ATTORNEY DOCKET NUMBER:	509265/1490
NAME OF SUBMITTER:	GENEVIEVE DORMENT
SIGNATURE:	/GD/
DATE SIGNED:	04/03/2020

Total Attachments: 3

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**TERMINATION AND RELEASE OF
FIRST PRIORITY AND JUNIOR PRIORITY SECURITY INTEREST IN TRADEMARK
RIGHTS**

TERMINATION AND RELEASE dated as of April 1, 2020, from DEUTSCHE BANK TRUST COMPANY AMERICAS, as Collateral Trustee (the "Collateral Trustee") to VIRGIN MOBILE USA, L.P., a Delaware limited partnership (the "Grantor").

WITNESSETH:

WHEREAS, pursuant to the Security Agreement, dated as of February 3, 2017, in favor of the Collateral Trustee (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Security Agreement"), Grantor granted a security interest (the "Security Interest") to the Collateral Trustee in certain collateral, including Trademarks;

WHEREAS, pursuant to that certain Grant of First Priority and Junior Priority Security Interest in Trademark Rights dated as of February 3, 2017, among the Collateral Trustee and Grantor (the "Trademark Security Agreement"), Grantor, by reference to the Security Agreement, reaffirmed its intent to grant the Security Interest to the Collateral Trustee specifically in certain Collateral (as that term is defined in the Trademark Security Agreement);

WHEREAS, the Trademark Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on March 6, 2017 at Reel 6002 and Frame 0028.

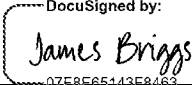
WHEREAS, the Collateral Trustee now desires to terminate and release the entirety of its Security Interest in the Collateral;

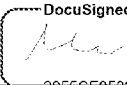
NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Collateral Trustee hereby states as follows:

1. Definitions. Capitalized terms used in this Termination and Release and not otherwise defined herein have the meanings specified in the Trademark Security Agreement.
2. Release of Security Interest. The Collateral Trustee hereby terminates, releases and discharges, without recourse, representation or warranty, its Security Interest in the Collateral, and any right, title or interest of the Collateral Trustee in such Collateral shall hereby cease and become void.
3. Further Assurances. The Collateral Trustee hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably requested and prepared by the Grantor to effect the release of the Security Interest contemplated hereby, which shall be at Grantor's sole cost and expense.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Trustee

DocuSigned by:

By: _____
Name: James Briggs
Title: Vice President

DocuSigned by:

By: _____
Name: Mary Coseo
Title: Vice President

SCHEDULE A

Owner	Trademark	Status	App. No.	Reg. No.	File Date	Reg. Date
Virgin Mobile USA, L.P.	A Higher Calling	Registered	85524586	4335891	25-Jan-12	14-May-13
Virgin Mobile USA, L.P.	ASSURANCE WIRELESS	Registered	77859305	3978878	28-Oct-09	14-Jun-11
Virgin Mobile USA, L.P.	CHASER	Registered	85461447	4219384	1-Nov-11	2-Oct-12
Virgin Mobile USA, L.P.	Common Cents Mobile	Registered	77919485	3962866	25-Jan-01	17-May-11
Virgin Mobile USA, L.P.	Common Cents Mobile Logo w/C Design	Registered	77938053	3962955	17-Feb-10	17-May-11
Virgin Mobile USA, L.P.	CONTACT VAULT	Registered	77136511	3410079	21-Mar-07	8-Apr-08
Virgin Mobile USA, L.P.	HELIO	Registered	78689188	3596600	9-Aug-05	24-Mar-09
Virgin Mobile USA, L.P.	PAYLO (Stylized)	Registered	85026067	4042899	29-Apr-10	18-Oct-11
Virgin Mobile USA, L.P.	ROUND DOWN	Registered	77880724	3926660	25-Nov-09	1-Mar-11