# CH \$465.00 387553

# TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM631476

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

### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Citizens Bank, N.A.		03/10/2021	National Banking Association:

# **RECEIVING PARTY DATA**

Name:	American Freight, LLC
Street Address:	680 Sunbury Road
City:	Delaware
State/Country:	OHIO
Postal Code:	43015
Entity Type:	Limited Liability Company: DELAWARE
Name:	American Freight Outlet Stores, LLC
Street Address:	5500 Trillium Blvd
Internal Address:	Suite 501
City:	Hoffman Estates
State/Country:	ILLINOIS
Postal Code:	60192
Entity Type:	Limited Liability Company: DELAWARE
Name:	Buddy's Newco, LLC
Street Address:	4705 S. Apopka Vineland Road
Internal Address:	Suite 206
City:	Orlando
State/Country:	FLORIDA
Postal Code:	32819
Entity Type:	Limited Liability Company: DELAWARE

# **PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	3875531	NORDICREST
Registration Number:	2973591	STEWART & HAMILTON
Registration Number:	3362041	AMERICAN FREIGHT
Registration Number:	3954456	DR. MARVIN'S
Registration Number:	5971883	BUDDY'S HOME FURNISHINGS

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900601909

Property Type	Number	Word Mark
Registration Number:	3816013	FLEXI
Registration Number:	5593110	LEASE IT. LOVE IT. OWN IT.
Registration Number:	6019784	SLIGHTLY IMPERFECT PERFECT PRICES
Serial Number:	88500327	FLEXI COMPRAS
Serial Number:	88277307	HOME & APPLIANCE OUTLET
Serial Number:	88277314	HOME & APPLIANCE OUTLET
Serial Number:	87885247	LEASE IT. LOVE IT. OWN IT.
Serial Number:	88650162	OUTLETWORKS!
Serial Number:	88691089	THE DISCOUNT FACTORY
Serial Number:	88650157	WAREHOUSEWORKS!
Serial Number:	88650148	VALUEWORKS!
Serial Number:	88820904	AF AMERICAN FREIGHT APPLIANCE · FURNITUR
Serial Number:	88820899	AF AMERICAN FREIGHT FURNITURE · MATTRESS

### **CORRESPONDENCE DATA**

Fax Number:

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: 212-728-8000

Email: ipdept@willkie.com

Correspondent Name: Matthew S. Makover

Address Line 1: 787 Seventh Avenue

Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	126081.00023
NAME OF SUBMITTER:	Matthew S. Makover
SIGNATURE:	/Matthew S. Makover/
DATE SIGNED:	03/11/2021

### **Total Attachments: 4**

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### TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS

THIS TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS (this "<u>Termination and Release</u>"), dated as of March 10, 2021, by Citizens Bank, N.A., as administrative agent and collateral agent for each of the Lenders (in such capacities, the "<u>Administrative Agent</u>").

### WITNESSETH:

WHEREAS, reference is made to that certain ABL Credit Agreement, dated as of September 23, 2020 (as amended, restated, supplemented or otherwise modified from time to time, including all schedules thereto, the "Credit Agreement"), by and among, among others, American Freight, LLC, a Delaware limited liability company ("American Freight"), American Freight Outlet Stores, LLC, a Delaware limited liability company ("American Freight Outlet"), Buddy's Newco, LLC, a Delaware limited liability company ("Buddy's" and, together with American Freight and American Freight Outlet, the "Grantors") and the Administrative Agent;

WHEREAS, pursuant to that certain ABL Trademark Security Agreement, dated as of September 23, 2020 (the "<u>Trademark Security Agreement</u>"), each of the Grantors granted a Security Interest to the Administrative Agent in the Trademark Collateral;

WHEREAS, the Trademark Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on September 23, 2020, at Reel/Frame 7059/0377; and

WHEREAS, the Administrative Agent now desires to terminate and release its Security Interest in the Trademark Collateral, including the Trademarks listed on <u>Schedule 1</u> hereto (the "<u>Released Trademarks</u>").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Administrative Agent hereby agrees as follows:

- 1. <u>Definitions</u>. Capitalized terms not defined herein have the meanings set forth in the Trademark Security Agreement.
- 2. <u>Release of Security Interest in Trademark Collateral</u>. The Administrative Agent, without representation, warranty or recourse, hereby terminates, releases and discharges any and all Security Interest in the Released Trademarks and the other Trademark Collateral, and any right, title or interest of the Administrative Agent in such Released Trademarks and other Trademark Collateral shall hereby cease and become void. For the avoidance of doubt, the Administrative Agent is not releasing its Security Interest in any collateral, other than the Released Trademarks and the other Trademark Collateral.
- 3. <u>Recordation</u>. The Administrative Agent authorizes the Grantors and their designees to record this Termination and Release with the United States Patent and Trademark Office or any other applicable governmental authority at the Grantors' sole expense.

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IN WITNESS WHEREOF, the undersigned has executed this Termination and Release as of the date first above written.

CITIZENS BANK, N.A., as Administrative Agent

By: peter yelle

Name: Peter Yelle
Title: Vice President

Schedule 1

# **Released Trademarks**

AMERICAN   United   States of   America   AMERICAN   United   FREIGHT, LLC   States of   America   AMERICAN   United   States of   America   AMERICAN   United   States of   America   AMERICAN   United   States of   America   America   America   America   America   America   BUDDY'S   United   BUDDY'S   HOME   States of   America   LLC   America   LLC   America   America   LLC   America   America   America   LLC   America   America   America   LLC   America   America   America   LLC   America   America   LLC   America   America   America   America   LLC   America   America   America   LLC   America   America   America   America   LLC   America   America   America   America   America   America   LLC   America   Amer	Grantor	Country	Trademark	Application / Registration No.	Application Date/ Registration Date
FREIGHT, LLC					
America   Comparison   Compar					1 -
REIGHT, LLC		America			1 ' 1
FREIGHT, LLC	AMERICAN	United	STEWART & HAMILTON	78283066 /	August 5, 2003 /
AMERICAN FREIGHT, LLC         United States of America         AMERICAN FREIGHT         77161364 / 3362041         April 20, 2007 / January 1, 2008           AMERICAN FREIGHT, LLC         United States of America         DR. MARVIN'S         85118553 / 3954456         August 30, 2010 / May 3, 2011           BUDDY'S NEWCO, LLC         United States of America         BUDDY'S HOME         88496231 / 5971883         July 1, 2019 / January 28, 2020           BUDDY'S NEWCO, LLC         States of America         FLEXI         76700351 / 3816013         November 13, 2009 / July 13, 2010           AMERICAN FREIGHT         United States of OUTLET STORES, LLC         LEASE IT. LOVE IT. OWN IT.         87529286 / 5593110         July 14, 2017 / October 30, 2018           BUDDY'S OUTLET STORES, LLC         America         States of America         6019784         2018 / March 24, 2018 / March 24, 2020           BUDDY'S NEWCO, LLC         United States of America         FLEXI COMPRAS         88500327         July 3, 2019           AMERICAN FREIGHT OUTLET STORES, LLC         United America         HOME & APPLIANCE OUTLET <sup>1</sup> 88277307         Jan. 25, 2019           AMERICAN FREIGHT OUTLET STORES, America         HOME & APPLIANCE OUTLET <sup>2</sup> 88277314         Jan. 25, 2019	FREIGHT, LLC	States of		2973591	
AMERICAN   Comparison   Compa		America			
America	AMERICAN	United	AMERICAN FREIGHT	77161364 /	April 20, 2007 /
AMERICAN FREIGHT, LLC         United States of America         DR. MARVIN'S         85118553 / 3954456         August 30, 2010 / May 3, 2011           BUDDY'S NEWCO, LLC         United States of America         BUDDY'S HOME FURNISHINGS         88496231 / 5971883         July 1, 2019 / January 28, 2020           BUDDY'S NEWCO, LLC         United States of America         FLEXI FLEXI         76700351 / 3816013         November 13, 2009 / July 13, 2010           AMERICAN FREIGHT         United States of America         LEASE IT. LOVE IT. OWN IT.         87529286 / 593110         July 14, 2017 / October 30, 2018           AMERICAN FREIGHT         United States of America         SLIGHTLY IMPERFECT PERFECT PRICES         88117413 / 6019784         September 14, 2018 / March 24, 2020           BUDDY'S NEWCO, LLC         United States of America         FLEXI COMPRAS FLEXI COMPRAS         88500327         July 3, 2019           AMERICAN FREIGHT         United States of America         HOME & APPLIANCE OUTLET¹         88277307         Jan. 25, 2019           AMERICAN FREIGHT         HOME & APPLIANCE OUTLET¹         88277314         Jan. 25, 2019           America LLC         HOME & APPLIANCE OUTLET²         88277314         Jan. 25, 2019	FREIGHT, LLC	States of		3362041	January 1, 2008
States of America   BUDDY'S   United NEWCO, LLC   States of America   BUDDY'S   HOME   States of America   States of OWN IT.   States of America   States of America   States of OWN IT.   States of OWN IT.   States of OWN IT.   States of America   States of OWN IT.		America			
America   BUDDY'S   United   BUDDY'S HOME   5971883   July 1, 2019 / January 28, 2020	AMERICAN		DR. MARVIN'S	85118553 /	August 30, 2010 /
BUDDY'S NEWCO, LLC States of America  BUDDY'S United States of America  BUDDY'S United States of America  BUDDY'S United States of America  AMERICAN United States of FREIGHT States of America  AMERICAN United SLIGHTLY IMPERFECT FRICES America  BUDDY'S United States of OUTLET STORES, LLC  BUDDY'S United States of America  AMERICAN United FREIGHT States of OUTLET STORES, LLC  BUDDY'S United States of America  LLC  BUDDY'S United States of America  AMERICAN United SLIGHTLY IMPERFECT FRICES America  BUDDY'S United FLEXI COMPRAS STATES OF America  AMERICAN United States of OUTLET¹  OUTLET STORES, LLC  AMERICAN United States of OUTLET²  OUTLET STORES, America  OUTLET²  OUTLET STORES, America	FREIGHT, LLC			3954456	May 3, 2011
NEWCO, LLC  BUDDY'S NEWCO, LLC States of America  BUDDY'S NEWCO, LLC States of America  AMERICAN FREIGHT OUTLET STORES, LLC  BUDDY'S NEWCO, LLC  BUDDY'S America  AMERICAN FREIGHT OUTLET STORES, LLC  BUDDY'S NEWCO, LLC  BUDDY'S NEWCO, LLC  AMERICAN FREIGHT OUTLET STORES, LLC  BUDDY'S NEWCO, LLC  AMERICAN FREIGHT OUTLET STORES, LLC  BUDDY'S NEWCO, LLC  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT OUTLET States of America  AMERICAN FREIGHT OUTLET States of OUTLET  OUTLET  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT States of OUTLET  OUTLET  AMERICAN FREIGHT OUTLET STORES, America  States of OUTLET  OUTLET  OUTLET States of OUTLET  OUTLET  OUTLET  States of OUTLET  OUTLET  OUTLET  Jan. 25, 2019  FREIGHT OUTLET STORES, America					
BUDDY'S United States of America  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT States of America  AMERICAN FREIGHT States of OUTLET'  AMERICAN FREIGHT States of America  AMERICAN FREIGHT States of OUTLET STORES, LLC  BUDDY'S United States of America  AMERICAN FREIGHT States of OUTLET'  AMERICAN FREIGHT States of America  AMERICAN FREIGHT States of OUTLET'  OUTLET STORES, LLC  AMERICAN FREIGHT States of OUTLET'  OUTLET STORES, LLC  AMERICAN States of OUTLET'  OUTLET STORES, America		-			1 * ' 1
BUDDY'S NEWCO, LLC States of America  AMERICAN FREIGHT OUTLET STORES, LLC  BUDDY'S NEWCO, LLC  BUDDY'S NEWCO, LLC  AMERICAN FREIGHT OUTLET STORES, LLC  BUDDY'S NEWCO, LLC  AMERICAN FREIGHT OUTLET STORES, LLC  BUDDY'S NEWCO, LLC  AMERICAN FREIGHT OUTLET STORES, LLC  BUDDY'S NEWCO, LLC  AMERICAN FREIGHT OUTLET States of America  AMERICAN FREIGHT OUTLET States of OUTLET OUTLET  OUTLET STORES, LLC  AMERICAN FREIGHT OUTLET States of OUTLET OUTLET  OUTLET States of OUTLET OUTLET OUTLET States of OUTLET OUTLET OUTLET OUTLET States of OUTLET OUTLET OUTLET OUTLET OUTLET OUTLET States of OUTLET OUTLET OUTLET OUTLET States of OUTLET OUTLET OUTLET OUTLET STORES, America	NEWCO, LLC		FURNISHINGS	5971883	January 28, 2020
NEWCO, LLC  America  America  America  America  LEASE IT. LOVE IT. FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT OUTLET STORES, LLC  BUDDY'S NEWCO, LLC  AMERICAN FREIGHT OUTLET States of America  America  America  America  LLC  BUDDY'S NEWCO, LLC  AMERICAN FREIGHT OUTLET States of America  America  America  America  America  America  America  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT OUTLET States of OUTLET  OUTLET  America					
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AMERICAN United States of OWN IT. 5593110 October 30, 2018  OUTLET STORES, LLC  AMERICAN United FREIGHT States of OWN IT. 5593110 October 30, 2018  AMERICAN United FREIGHT States of OUTLET STORES, LLC  BUDDY'S America LLC  BUDDY'S United States of America United States of America LLC  AMERICAN FREIGHT OUTLET STORES, LC States of America LLC  AMERICAN United FLEXI COMPRAS 88500327 July 3, 2019  FREIGHT States of OUTLET¹  OUTLET STORES, LLC  AMERICAN United States of OUTLET¹  OUTLET STORES, LLC  AMERICAN United States of OUTLET¹  OUTLET STORES, LLC  AMERICAN United FREIGHT States of OUTLET²  OUTLET STORES, America OUTLET²  OUTLET STORES, America	NEWCO, LLC			3816013	1
FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT States of America LLC  BUDDY'S United States of America  AMERICAN FREIGHT States of LLC  BUDDY'S United States of America  AMERICAN FREIGHT States of OUTLET¹  OUTLET STORES, LLC  AMERICAN FREIGHT States of OUTLET¹  OUTLET STORES, LLC  AMERICAN FREIGHT States of OUTLET²  OUTLET STORES, LLC  AMERICAN FREIGHT States of OUTLET²  OUTLET STORES, America  AMERICAN States of OUTLET²  OUTLET STORES, America  AMERICAN States of OUTLET²  OUTLET STORES, America					
OUTLET STORES, LLC  AMERICAN United SLIGHTLY IMPERFECT 88117413 / September 14, 2018 / March 24, 2018 / March 24, 2020  LLC  BUDDY'S United NEWCO, LLC States of America  AMERICAN FREIGHT States of OUTLET STORES, LLC  AMERICAN United FLEXI COMPRAS 88500327  AMERICAN OUTLET STORES, LLC  AMERICAN States of OUTLET OUTLET STORES, LLC  AMERICAN FREIGHT States of OUTLET OUTLET STORES, LLC  AMERICAN FREIGHT States of OUTLET OUTLET STORES, America OUTLET STORES, America OUTLET STORES, America OUTLET STORES, America	1				
AMERICAN United SLIGHTLY IMPERFECT 88117413 / September 14, 2018 / March 24, 2020  BUDDY'S America States of America  AMERICAN FREIGHT States of America  AMERICAN FREIGHT States of America  AMERICAN United FLEXI COMPRAS 88500327  AMERICAN United FLEXI COMPRAS 88277307  FREIGHT States of OUTLET OUTLET STORES, LLC  AMERICAN United FLEXI COMPRAS 88277307  America States of OUTLET STORES, America STORES, America STORES STATES STATES STORES STATES STAT			OWN IT.	5593110	October 30, 2018
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FREIGHT OUTLET STORES, LLC  BUDDY'S United States of America  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN United States of OUTLET¹  OUTLET STORES, LLC  AMERICAN United HOME & APPLIANCE 88277314  FREIGHT OUTLET STORES, LLC  AMERICAN United FREIGHT OUTLET²  OUTLET STORES, America					
OUTLET STORES, LLC  BUDDY'S United States of America  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN United States of America  AMERICAN States of OUTLET'  AMERICAN United States of OUTLET'  AMERICAN States of OUTLET'  OUTLET STORES, America					
BUDDY'S United FLEXI COMPRAS 88500327 July 3, 2019  NEWCO, LLC States of America  AMERICAN United FREIGHT States of OUTLET'  AMERICAN LLC  AMERICAN United States of OUTLET'  AMERICAN United FREIGHT States of OUTLET'  AMERICAN United FREIGHT States of OUTLET'  AMERICAN United FREIGHT States of OUTLET'  AMERICAN States of OUTLET'  OUTLET STORES, America			PERFECT PRICES	6019784	1
BUDDY'S NEWCO, LLC States of America  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT States of OUTLET  OUTLET STORES, LLC  AMERICAN FREIGHT States of OUTLET  OUTLET  America  HOME & APPLIANCE OUTLET  B8277307  OUTLET  B8277307  Jan. 25, 2019  Jan. 25, 2019  States of OUTLET  OUTLET  OUTLET  OUTLET  America	1	America			2020
NEWCO, LLC  States of America  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN FREIGHT OUTLET  OUTLET  AMERICAN FREIGHT States of OUTLET¹  OUTLET  AMERICAN FREIGHT States of OUTLET²  OUTLET  OUTLET  States of OUTLET²  OUTLET  OUTLET  States of OUTLET²		TT 1. 1	THE THE GOLD AND A G	00500227	T 1 2 2010
America  AMERICAN FREIGHT OUTLET STORES, LLC  AMERICAN United States of OUTLET¹  America LLC  AMERICAN FREIGHT States of OUTLET²  OUTLETSTORES, America FREIGHT OUTLETSTORES, America  HOME & APPLIANCE OUTLET²  OUTLET STORES, America			FLEXI COMPRAS	88500327	July 3, 2019
AMERICAN United States of OUTLET¹ OUTLET STORES, LLC  AMERICAN United APPLIANCE AMERICAN United States of OUTLET² FREIGHT States of OUTLET² OUTLET STORES, America	NEWCO, LLC				
FREIGHT States of OUTLET¹ OUTLET STORES, America LLC  AMERICAN United HOME & APPLIANCE 88277314 Jan. 25, 2019 FREIGHT States of OUTLET² OUTLET STORES, America	AMERICAN		HOME 6 A DRI LANCE	00077307	7 25 2010
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LLC  AMERICAN United HOME & APPLIANCE 88277314 Jan. 25, 2019 FREIGHT States of OUTLET <sup>2</sup> OUTLET STORES, America			OUILEI.		
AMERICAN United HOME & APPLIANCE 88277314 Jan. 25, 2019 FREIGHT States of OUTLET <sup>2</sup> OUTLET STORES, America	1	America			
FREIGHT States of OUTLET <sup>2</sup> OUTLET STORES, America		United	HOME & ADDITANCE	99277214	Ion 25 2010
OUTLET STORES, America				004//314	Jan. 23, 2019
			OUTLET		
	LLC	America			

**TRADEMARK REEL: 007233 FRAME: 0156** 

 $<sup>^1</sup>$  This trademark application is for an intent-to-use trademark.  $^2$  This trademark application is for an intent-to-use trademark.

Grantor	Country	Trademark	Application / Registration No.	Application Date/ Registration Date
AMERICAN	United	LEASE IT. LOVE IT.	87885247	April 19, 2018
FREIGHT	States of	OWN IT. <sup>3</sup>		
OUTLET STORES,	America			
LLC				
AMERICAN	United	OutletWorks! <sup>4</sup>	88650162	October 10, 2019
FREIGHT	States of			
OUTLET STORES,	America			
LLC				
AMERICAN	United	THE DISCOUNT	88691089	November 13,
FREIGHT	States of	FACTORY <sup>5</sup>		2019
OUTLET STORES,	America			
LLC				
AMERICAN	United	WarehouseWorks! <sup>6</sup>	88650157	October 10, 2019
FREIGHT	States of			
OUTLET STORES,	America			
LLC				
AMERICAN	United	ValueWorks! <sup>7</sup>	88650148	October 10, 2019
FREIGHT	States of			
OUTLET STORES,	America			
LLC				
AMERICAN	United	AMERICAN FREIGHT	88820904	March 4, 2020
FREIGHT, LLC	States of	APPLIANCE FURNITURE		
	America	MATTRESS <sup>8</sup>		
AMERICAN	United	AMERICAN FREIGHT	88820899	March 4, 2020
FREIGHT, LLC	States of	FURNITURE MATTRESS		
	America	APPLIANCE <sup>9</sup>		

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**RECORDED: 03/11/2021** 

**TRADEMARK** REEL: 007233 FRAME: 0157

<sup>&</sup>lt;sup>3</sup> This trademark application is for an intent-to-use trademark.
<sup>4</sup> This trademark application is for an intent-to-use trademark.
<sup>5</sup> This trademark application is for an intent-to-use trademark.
<sup>6</sup> This trademark application is for an intent-to-use trademark.
<sup>7</sup> This trademark application is for an intent-to-use trademark.
<sup>8</sup> This trademark application is for an intent-to-use trademark.

<sup>&</sup>lt;sup>9</sup> This trademark application is for an intent-to-use trademark.