

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM397552

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cupron Inc.		08/31/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Spotswood Capital, LLC		
Street Address:	300 N. Greene Street		
City:	Greensboro		
State/Country:	NORTH CAROLINA		
Postal Code:	27401		
Entity Type:	Limited Liability Company: NORTH CAROLINA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	86439985	CUPRON	
Registration Number:	3534116	CUPRON	
Registration Number:	3663756	CUPRON	
Registration Number:	3898370	CUPRONIZE	
CORRESPONDENCE DATA			
Fax Number:	8043447999		
	<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:	8047888200		
Email:	lcouch@hunton.com		
Correspondent Name:	HUNTON & WILLIAMS LLP		
Address Line 1:	951 EAST BYRD STREET		
Address Line 2:	RIVERFRONT PLAZA, EAST TOWER		
Address Line 4:	RICHMOND, VIRGINIA 23219-4074		
ATTORNEY DOCKET NUMBER:	87588.000002		
NAME OF SUBMITTER:	David E. Baker		
SIGNATURE:	/David E. Baker/		
DATE SIGNED:	09/06/2016		
Total Attachments: 15			

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Trademark Security Agreement

THIS TRADEMARK SECURITY AGREEMENT, dated as of August 31, 2016 (this “IP Security Agreement”), is made by Cupron Inc., a Delaware corporation (the “Grantor”), in favor of Spotswood Capital, LLC, a North Carolina limited liability company, as collateral agent (in such capacity, together with its successors and permitted assigns, the “Collateral Agent”) for the Secured Parties (as defined in the Security Agreement referred to below).

WHEREAS, the Grantor, the Collateral Agent and the other Secured Parties party thereto have entered into that certain Note Purchase Agreement dated as of August 31, 2016 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Note Purchase Agreement**”), pursuant to which the Secured Parties agreed to make loans to the Grantor;

WHEREAS, in connection with the Note Purchase Agreement, the Grantor has entered into that certain Security Agreement dated as of August 31, 2016 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), in favor of the Collateral Agent for the benefit of the Secured Parties; and

WHEREAS, the Security Agreement requires the Grantor to execute and deliver this IP Security Agreement.

NOW, THEREFORE, in consideration of the premises and in order to ensure compliance with the Note Purchase Agreement and the Security Agreement, the Grantor hereby agrees as follows:

1. Defined Terms. Capitalized terms used herein without definition are used as defined in the Security Agreement.

2. Grant of Security Interest in Trademark Collateral. The Grantor, as collateral security for the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations, pledges, assigns and transfers to the Collateral Agent, and grants to the Collateral Agent, for the ratable benefit of the Secured Parties, a security interest in all of the following property now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest and whether now existing or hereafter coming into existence (the “Trademark Collateral”):

(i) all of its Trademarks and all Trademark Licenses providing for the grant by or to the Grantor of any right under any Trademark, including, without limitation, those referred to on Schedule I hereto;

(ii) all renewals and extensions of the foregoing;

(iii) all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and

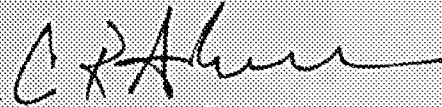
(iv) all income, royalties, proceeds and liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

3. Security Agreement. The security interest granted pursuant to this IP Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement, and the Grantor hereby acknowledges and agrees that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signatures appear on the following page]

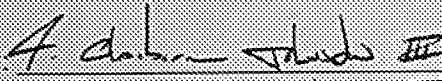

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Cupron Inc.

By: 
Name: Christopher R. Andrews
Title: Chief Executive Officer

ACCEPTED AND AGREED

Spotswood Capital, LLC

By: 
Name: F. Christopher Johnson III
Title: 

Schedule I

Trademarks

(See attached.)

Wolff, Bregman & Goller

P.O.B. 1352, Jerusalem 91013, Israel Tel: 02-624-2255 Fax: 02-624-2266

Patent Attorneys

Founded 1965

**Cupron Inc.
800 East Leigh Street, Suite 123
Richmond, Virginia 23219
U.S.A.**

TRADE MARKS:

App. No.	Filing Date	Our Ref.	Mark	Status	Reg. No.	Class	Next Renewal
206103	25/11/2007	206103 IL	CopperCare	Registered	206103	3	25/11/2017
206104	25/11/2007	206104 IL	CopperCare	Registered	206104	5	25/12/2017
206105	25/11/2007	206105 IL	CopperCare	Registered	206105	10	25/11/2017
206106	25/11/2007	206106 IL	CopperCare	Registered	206106	16	25/11/2017
206107	25/11/2007	206107 IL	CopperCare	Registered	206107	23	25/11/2017
206108	25/11/2007	206108 IL	CopperCare	Registered	206108	24	25/11/2017
206109	25/11/2007	206109 IL	CopperCare	Registered	206109	25	25/11/2017

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TRADE MARKS:

App. No.	Filing Date	Our Ref.	Mark	Status	Reg. No.	Class	Next Renewal
86/439,985	20/10/2014	CUPRON US	CUPRON	Pending		3	
170781	03/03/2004	170781 IL	CUPRON	Registered	170781	5	03/03/2024
170782	03/03/2004	170782 IL	CUPRON	Registered	170782	10	03/03/2024
170783	03/03/2004	170783 IL	CUPRON	Registered	170783	16	03/03/2024
170784	03/03/2004	170784 IL	CUPRON	Registered	170784	23	03/03/2024
170785	03/03/2004	170785 IL	CUPRON	Registered	170785	24	03/03/2024
170786	03/03/2004	170786 IL	CUPRON	Registered	170786	25	03/03/2024
196209	13/12/2006	196209 IL	CUPRON	Registered	196209	3	13/12/2016

Note: This report shows only files that are in force

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198561	11/03/2007	198561 IL	CUPPRON INSIDE	Registered	198561	3	11/03/2017
198562	11/03/2007	198562 IL	CUPPRON INSIDE	Registered	198562	5	11/03/2017
198563	11/03/2007	198563 IL	CUPPRON INSIDE	Registered	198563	10	11/03/2017
198564	11/03/2007	198564 IL	CUPPRON INSIDE	Registered	198564	16	11/03/2017
198565	11/03/2007	198565 IL	CUPPRON INSIDE	Registered	198565	23	11/03/2017
198566	11/03/2007	198566 IL	CUPPRON INSIDE	Registered	198566	24	11/03/2017
198567	11/03/2007	198567 IL	CUPPRON INSIDE	Registered	198567	25	11/03/2017

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198723	18/03/2007	198723 IL	CUPRONIZE	Registered	198723	3	18/03/2017
198724	18/03/2007	198724 IL	CUPRONIZE	Registered	198724	5	18/03/2017
198725	18/03/2007	198725 IL	CUPRONIZE	Registered	198725	10	18/03/2017
198726	18/03/2007	198726 IL	CUPRONIZE	Registered	198726	16	18/03/2017
198727	18/03/2007	198727 IL	CUPRONIZE	Registered	198727	23	18/03/2017
198728	18/03/2007	198728 IL	CUPRONIZE	Registered	198728	24	18/03/2017
198729	18/03/2007	198729 IL	CUPRONIZE	Registered	198729	25	18/03/2017

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196210	13/12/2006	196210 IL	SMART COPPER	Registered	196210	3	13/12/2016
196211	13/12/2006	196211 IL	SMART COPPER	Registered	196211	5	13/12/2016
196212	13/12/2006	196212 IL	SMART COPPER	Registered	196212	10	13/12/2016
196213	13/12/2006	196213 IL	SMART COPPER	Registered	196213	16	13/12/2016
196214	13/12/2006	196214 IL	SMART COPPER	Registered	196214	23	13/12/2016
196215	13/12/2006	196215 IL	SMART COPPER	Registered	196215	24	13/12/2016
196216	13/12/2006	196216 IL	SMART COPPER	Registered	196216	25	13/12/2020

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App. No.	Filing Date	Our Ref.	Mark	Status	Reg. No.	Class	Next Renewal
1177139	21/05/2007	CUPRON AU	CUPRON	Registered	1177139	3	21/05/2017
6077461	29/05/2007	CUPRON CN	CUPRON	Registered	6077461	3	27/01/2020
6077455	29/05/2007	CUPRON CN	CUPRON	Registered	6077455	5	27/03/2020
6077456	29/05/2007	CUPRON CN	CUPRON	Registered	6077456	10	06/12/2019
6077457	29/05/2007	CUPRON CN	CUPRON	Registered	6077457	16	20/01/2020
6077459	29/05/2007	CUPRON CN	CUPRON	Registered	6077459	24	20/04/2020
6077460	29/05/2007	CUPRON CN	CUPRON	Registered	6077460	25	27/03/2020
1560953	22/05/2007	CUPRON IN	CUPRON	Registered	1560953	3	22/05/2017
2007-51070	23/05/2007	CUPRON JP	CUPRON	Registered	5354697	3	17/09/2020

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861264	13/06/2007	CUPRON MX	CUPRON	Registered	1003666	3	13/06/2017
861266	13/06/2007	CUPRON MX	CUPRON	Registered	996168	5	13/06/2017
861265	13/06/2007	CUPRON MX	CUPRON	Registered	996167	10	13/06/2017
861269	13/06/2007	CUPRON MX	CUPRON	Registered	996171	16	13/06/2017
861268	13/06/2007	CUPRON MX	CUPRON	Registered	996170	23	13/06/2017
861267	13/06/2007	CUPRON MX	CUPRON	Registered	996169	24	13/06/2017
861270	13/06/2007	CUPRON MX	CUPRON	Registered	996172	25	13/06/2017
768883	21/05/2007	CUPRON NZ	CUPRON	Registered	768883	3	13/12/2016
2007-G-106982	29/05/2007	CUPRON TR	CUPRON	Registered	2007/29039	3	29/05/2017
96024076	23/05/2007	CUPRON TW	CUPRON	Registered	01382862	3	16/10/2019
2007/11446	29/05/2007	CUPRON ZA	CUPRON	Registered	2007/11446	5	29/05/2017
2007/11445	29/05/2007	CUPRON ZA	CUPRON	Registered	2007/11445	3	29/05/2017
2007/11447	29/05/2007	CUPRON ZA	CUPRON	Registered	2007/11447	10	29/05/2017
2007/11448	29/05/2007	CUPRON ZA	CUPRON	Registered	2007/11448	16	29/05/2017
2007/11449	29/05/2007	CUPRON ZA	CUPRON	Registered	2007/11449	23	29/05/2017
2007/11450	29/05/2007	CUPRON ZA	CUPRON	Registered	2007/11450	24	29/05/2017
2007/11451	29/05/2007	CUPRON ZA	CUPRON	Registered	2007/11451	25	29/05/2017

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App. No.	Filing Date	Our Ref.	Mark	Status	Reg. No.	Class	Next Renewal
40-2007-31584	13/06/2007	CUPRON 1 KR	CUPRON	Registered	767373	3	03/11/2018
2007715491	21/05/2007	CUPRON 1 RU	CUPRON	Registered	359045	3	25/05/2017
40-2007-31588	13/06/2007	CUPRON 2 KR	CUPRON	Registered	801672	5	23/09/2019
2007715492	25/05/2007	CUPRON 2 RU	CUPRON	Registered	359046	5	25/05/2017
13459531	31/10/2013	CUPRON-1 CN	CUPRON	Registered	13459531	35	07/02/2025
13459532	31/10/2013	CUPRON-2 CN	CUPRON	Pending		42	
1,229,092	30/08/2004	170781 CA	CUPRON	Registered	693,589	5	07/08/2022
003987591	17/08/2004	170781 CTM	CUPRON	Registered	003987591	5	17/08/2024
78/476,011	30/08/2004	170781 US	CUPRON	Registered	3,534,116	5	18/11/2018
78/976,817	02/07/2007	170781-DIV US	CUPRON	Registered	3,663,756	10	04/08/2019

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App. No.	Filing Date	Our Ref.	Mark	Status	Reg. No.	Class	Next Renewal
77/269,806	31/08/2007	CUPRONIZE US	CUPRONIZE	Registered	3,898,370	3	04/07/2021

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1177145	21/05/2007	SMART COPPER AU	SMART COPPER	Registered	1177145	3	21/05/2017
6077466	29/05/2007	SMART COPPER CN	SMART COPPER	Registered	6077466	3	28/01/2020
6077471	29/05/2007	SMART COPPER CN	SMART COPPER	Registered	6077471	23	07/03/2020
005704606	09/02/2007	SMART COPPER CTM	SMART COPPER	Registered	005704606	3	09/02/2017
861273	13/06/2007	SMART COPPER MX	SMART COPPER	Registered	1003668	3	13/06/2017
861276	13/06/2007	SMART COPPER MX	SMART COPPER	Registered	1003671	5	13/06/2017
861274	13/06/2007	SMART COPPER MX	SMART COPPER	Registered	1003669	16	13/06/2017
861277	13/06/2007	SMART COPPER MX	SMART COPPER	Registered	1003672	23	13/06/2017
861275	13/06/2007	SMART COPPER MX	SMART COPPER	Registered	1003670	24	13/06/2017

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861272	13/06/2007	SMART COPPER MX	SMART COPPER	Registered	1003667	25	13/06/2017
768751	21/05/2007	SMART COPPER NZ	SMART COPPER	Registered	768751	3	21/05/2017

TRADEMARK

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RECORDED: 09/06/2016