

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM397683

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MEDIAMATH, INC.		09/07/2016	Corporation: DELAWARE
ADROIT DS, LLC		09/07/2016	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CNF INVESTMENTS IV, LLC		
<b>Street Address:</b>	7500 Old Georgetown Road		
<b>Internal Address:</b>	15th Floor		
<b>City:</b>	Bethesda		
<b>State/Country:</b>	MARYLAND		
<b>Postal Code:</b>	20814		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 20</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86659158	T1	
<b>Serial Number:</b>	86085214	ADROIT DIGITAL	
<b>Serial Number:</b>	86249098	CONNECTEDID	
<b>Serial Number:</b>	77876130	CPX ADROIT	
<b>Serial Number:</b>	86787149	HELIX	
<b>Serial Number:</b>	85227507	ICOMPLISHMENTS	
<b>Serial Number:</b>	85227517	ICOMPLISHMENTS	
<b>Serial Number:</b>	86249104	MATHID	
<b>Serial Number:</b>	77864712	MATHTAG	
<b>Serial Number:</b>	77864550	MEDIAMATH	
<b>Serial Number:</b>	86518232	PERFORMANCE REIMAGINED. MARKETING REENGI	
<b>Serial Number:</b>	86444618	PROGRAMMATICFIRST	
<b>Serial Number:</b>	86628101	SHOPPER COOPERATIVE	
<b>Serial Number:</b>	86796622	STRENGTH IN NUMBERS	
<b>Serial Number:</b>	86085221	T1	
<b>Serial Number:</b>	85010245	TAP ME	
<b>Serial Number:</b>	85478220	TAP.ME	
<b>TRADEMARK</b>			

OP \$515.00 86659158

Property Type	Number	Word Mark
Serial Number:	77864636	TERMINALONE
Serial Number:	86085224	TERMINALONE MARKETING OPERATING SYSTEM
Serial Number:	86085231	TERMINALONE MARKETING OS

**CORRESPONDENCE DATA**

**Fax Number:** 2027994000

*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:** 2027994000

**Email:** dctrademarks@dlapiper.com

**Correspondent Name:** Gregory C Esau

**Address Line 1:** 500 Eighth Street, NW

**Address Line 4:** Washington, D.C. 20004

<b>NAME OF SUBMITTER:</b>	Gregory C. Esau
<b>SIGNATURE:</b>	/Gregory C. Esau/
<b>DATE SIGNED:</b>	09/07/2016

**Total Attachments: 8**

- source=Executed - Trademark Security Agreement#page1.tif
- source=Executed - Trademark Security Agreement#page2.tif
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- source=Executed - Trademark Security Agreement#page8.tif

NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE TERMS OF THIS TRADEMARK SECURITY AGREEMENT ARE SUBJECT TO THE PROVISIONS OF THE CNF INTERCREDITOR AGREEMENT (AS DEFINED IN THE GUARANTEE AND COLLATERAL AGREEMENT (AS DEFINED BELOW)).

### **TRADEMARK SECURITY AGREEMENT**

This **TRADEMARK SECURITY AGREEMENT** (this “*Agreement*”), dated as of September 7, 2016, is entered into by and among **MEDIAMATH, INC.**, a Delaware corporation (“*MediaMath*”), **ADROIT DS, LLC**, a Delaware limited liability company (“*Adroit*”, and together with MediaMath, individually and collectively, jointly and severally, the “*Grantor*”), and **CNF INVESTMENTS IV, LLC** (the “*Assignee*”), as secured party, pursuant to (i) that certain Subordinated Guarantee and Collateral Agreement, dated as of August 31, 2016 (as amended, amended and restated, supplemented, restructured or otherwise modified, renewed or replaced from time to time, the “*Guarantee and Collateral Agreement*”), among the Assignee, the Grantor and certain of the Grantor’s affiliates party thereto from time to time, and (ii) that certain Subordinated Secured Loan Agreement, dated as of August 31, 2016 (as amended, amended and restated, supplemented, restructured or otherwise modified, renewed or replaced from time to time, the “*Loan Agreement*”), by and among the Grantor and the Assignee.

Capitalized terms not otherwise defined herein have the respective meanings ascribed to them in the Guarantee and Collateral Agreement or the Loan Agreement, as applicable.

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Grantor has granted in favor of the Assignee a security interest in certain Collateral, including the federally registered U.S. Trademarks set forth on Schedule A hereto as of the date hereof.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Grantor and the Assignee hereby agree as follows:

1. Grant of Security Interest

- (a) Subject to the terms and conditions of the Guarantee and Collateral Agreement, to evidence further the security interest granted by the Grantor to the Assignee pursuant to the Guarantee and Collateral Agreement, the Grantor hereby grants to the Assignee a security interest in all of the Grantor’s right, title and interest in, to and under the Trademarks listed on Schedule A hereto (provided that no security interest shall be granted in United States “intent to use” trademark applications to the extent that the grant of a security interest therein would impair the validity or enforceability of, or render void or voidable or result in the cancellation of, such “intent to use” trademark applications under applicable federal law), together with the goodwill symbolized thereby.
- (b) The security interest granted hereby is granted concurrently and in conjunction with the security interest granted to the Assignee under the Guarantee and Collateral Agreement. In the event that any of the provisions of this Agreement are in conflict with the Guarantee and Collateral Agreement, the provisions of the Guarantee and Collateral Agreement shall govern.

2. Modifications

This Agreement or any provision hereof may not be changed, waived, or terminated except in writing by both parties.

3. Applicable Law

THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

4. Counterparts

This Agreement may be executed by one or more of the parties to this Agreement on any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument. Delivery of an executed signature page of this Agreement, which may be executed using an electronic signature, by facsimile or other electronic mail transmission shall be effective as delivery of a manually executed counterpart hereof.

5. CNF Intercreditor Agreement


Grantors and Assignee hereby acknowledge that notwithstanding anything herein to the contrary (and whether or not expressly specified in any provision of this Agreement), the terms of this Agreement are subject to the provisions of the CNF Intercreditor Agreement (as defined in the Guarantee and Collateral Agreement).

[Signature page follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Agreement to be duly executed and delivered as of the date first above written.

ASSIGNEE:

CNF INVESTMENTS IV, LLC  
as secured party

By:  \_\_\_\_\_

Name: Joseph Del Guercio

Title: Managing Director

Address of Assignee:

CNF Investments IV, LLC  
c/o Clark Enterprises, Inc.  
7500 Old Georgetown Road, Suite 620  
Bethesda, MD 20814

[Signature Page to Trademark Security Agreement]

dn-183074

**TRADEMARK**  
**REEL: 005872 FRAME: 0191**

GRANTOR:

MEDIAMATH, INC.

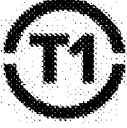
By: Jeffrey W. Davis  
Name: Jeffrey W. Davis  
Title: Assistant Treasurer

ADROIT DS, LLC

By: Jeffrey W. Davis  
Name: Jeffrey W. Davis  
Title: Assistant Treasurer

Address of Grantor:  
MediaMath, Inc.  
Adroit DS, LLC  
4 World Trade Center, 46th Floor  
New York, NY 10007

SCHEDULE A

Mark	Class/Services	App. No. App. Date	Reg. No. Reg. Date
	Class 42: Providing on-line non-downloadable software for delivering, tracking, analyzing, and optimizing online advertising campaigns and providing clients with data and information concerning online activity of relevant Internet users (As Published)	86/659158 11-Jun-2015	
ADROIT DIGITAL	Class 35: Online advertising services; advertising and marketing consultancy services	86/085214 08-Oct-2013	4746001 02-Jun-2015
CONNECTEDID	Class 35: Online advertising services for others Class 42: Providing on-line non-downloadable software for tracking, analysis, and optimization of on-line advertising	86/249098 10-Apr-2014	
CPX ADROIT	Class 42: Providing temporary use of non-downloadable computer software platforms for the purpose of delivering, tracking, and reporting ads for advertisers and publishers	77/876130 19-Nov-2009	3848919 14-Sep-2010
HELIX	Class 38: Providing access to databases for digital advertising campaigns and marketing campaigns; providing data services including data modeling and audience segments; providing access to databases for using and contributing digital advertising campaign and marketing campaign data; providing data services in connection with digital advertising campaign databases, such as creating and providing data modeling services and audience segments using data from the digital advertising campaign databases (as filed)	86/787149 13-Oct-2015	
ICOMPLISHMENTS	Class 9: Computer software for developing in-game advertising platforms and incentive and award programs; application programming interface (API) software for use in developing in-game advertising platforms and incentive and award programs; downloadable computer software for delivering targeted and sponsored third-party advertising; downloadable computer software that allows users to select advertisers or advertising categories for in-game sponsors, awards, acknowledgments, incentives, leader board displays	85/227507 27-Jan-2011	4015715 23-Aug-2011
ICOMPLISHMENTS	Class 42: Providing temporary use of non-downloadable computer software for developing in-game advertising platforms and incentive and award programs; application service provider featuring application programming interface (API) software for use in developing in-game advertising platforms and incentive and award programs; providing temporary use of non-downloadable computer software for delivering targeted and sponsored third-party advertising; providing temporary use of non-downloadable computer software that allows users to select advertisers or advertising categories for in-game sponsors, awards, acknowledgments, incentives, leader board displays	85/227517 27-Jan-2011	4015716 23-Aug-2011

SCHEDULE A

<b>Mark</b>	<b>Class/Services</b>	<b>App. No. App. Date</b>	<b>Reg. No. Reg. Date</b>
MATHID	Class 35: Online advertising services for others Class 42: Providing on-line non-downloadable software for tracking, analysis, and optimization of on-line advertising	86/249104 10-Apr-2014	
MATHTAG	Class 35: On-line advertising services for others Class 42: Providing on-line non-downloadable software for optimization of on-line advertising	77/864712 04-Nov-2009	3898682 04-Jan-2011
MEDIAMATH	Class 35: On-line advertising services for others Class 42: Providing on-line non-downloadable software for optimization of on-line advertising	77/864550 04-Nov-2009	3898681 04-Jan-2011
PERFORMANCE REIMAGINED. MARKETING REENGINEERED.	Class 35: On-line advertising services for others Class 42: Providing on-line non-downloadable software for delivering, tracking, analyzing, and optimizing online advertising campaigns and providing clients with data and information concerning online activity of relevant Internet users	86/518232 29-Jan-2015	4768814 07-Jul-2015
PROGRAMMATICFIRST	Class 35: Online advertising services; advertising and marketing consultancy services Class 42: Providing on-line non-downloadable software for delivering, tracking, analyzing, decisioning, and optimizing online advertising campaigns	86/444618 04-Nov-2014	
SHOPPER COOPERATIVE	Class 35: Dissemination of advertising for others via the Internet; advertising and commercial information services via the Internet; advertising and marketing; online advertising services; advertising and marketing consultancy services; advertising services, namely, delivering, tracking, analyzing, and optimizing online advertising information for others; media monitoring services, namely, monitoring online media for customer-specified topics, gathering relevant content on those topics, and providing documentation and analysis of that media content to others for business purposes; market research and analysis; development of e-commerce strategies, concepts and tactics, namely, audience development, brand awareness, and online community building Class 42: Data mining; providing on-line non-downloadable software for delivering, tracking, analyzing, and optimizing online advertising campaigns and providing clients with data and information concerning online activity of relevant Internet users	86/628101 13-May-2015	
STRENGTH IN NUMBERS	Class 35: On-line advertising services for others. (as Filed) Class 42: Providing on-line non-downloadable software for optimization of on-line advertising. (as Filed)	86/796622 22-Oct-2015	
T1	Class 42: Providing on-line non-downloadable software for delivering, tracking, analyzing, and optimizing online advertising campaigns and providing clients with data and information concerning online activity of relevant Internet users	86/085221 08-Oct-2013	4655134 16-Dec-2014



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Mark	Class/Services	App. No. App. Date	Reg. No. Reg. Date
TAP ME	Class 9: Computer software for the mobile games industry, namely, game applications and software for mobile phones, smart phones, portable media players, and handheld computers for tracking player achievements, providing in-game advertising and networking	85/010245 09-Apr-2010	4088536 17-Jan-2012
TAP.ME	<p>Class 9: Computer software for developing in-game advertising platforms and incentive and award programs; application programming interface (API) software for use in developing in-game advertising platforms and incentive and award programs; downloadable computer software for delivering targeted and sponsored third-party advertising; downloadable computer software that allows users to select advertisers or advertising categories for in-game sponsors, awards, acknowledgments, incentives, leader board displays; ad server, namely, a computer server for storing advertisements and delivering advertisements via mobile phones and electronic devices</p> <p>Class 35: Placing advertisements for others; dissemination of advertisements; advertisement via mobile phone networks; promoting the goods and services of others by arranging for sponsors to affiliate their goods and services with computer games and electronic entertainment media</p> <p>Class 42: Providing temporary use of non-downloadable computer software for developing in-game advertising platforms and incentive and award programs; application service provider featuring application programming interface (API) software for use in developing in-game advertising platforms and incentive and award programs; providing temporary use of non-downloadable computer software for delivering targeted and sponsored third-party advertising; providing temporary use of non-downloadable computer software that allows users to select advertisers or advertising categories for in-game sponsors, awards, acknowledgments, incentives, leader board displays</p>	85/478220 21-Nov-2011	4284835 05-Feb-2013
TERMINALONE	<p>Class 35: On-line advertising services for others</p> <p>Class 42: Providing on-line non-downloadable software for optimization of on-line advertising</p>	77/864636 04-Nov-2009	3810224 29-Jun-2010
TERMINALONE MARKETING OPERATING SYSTEM	<p>Class 35: Online advertising services; advertising and marketing consultancy services; advertising services, namely, delivering, tracking, analyzing, and optimizing online advertising information for others; media monitoring services, namely, monitoring online media for customer-specified topics, gathering relevant content on those topics, and providing documentation and analysis of that media content to others for business purposes</p> <p>Class 42: Providing on-line non-downloadable software for delivering, tracking, analyzing, and optimizing online advertising campaigns and providing clients with data and information concerning online activity of relevant Internet users</p>	86/085224 08-Oct-2013	4550851 17-Jun-2014

SCHEDULE A

Mark	Class/Services	App. No. App. Date	Reg. No. Reg. Date
TERMINALONE MARKETING OS	Class 35: Online advertising services; advertising and marketing consultancy services; advertising services, namely, delivering, tracking, analyzing, and optimizing online advertising information for others; media monitoring services, namely, monitoring online media for customer-specified topics, gathering relevant content on those topics, and providing documentation and analysis of that media content to others for business purposes Class 42: Providing on-line non-downloadable software for delivering, tracking, analyzing, and optimizing online advertising campaigns and providing clients with data and information concerning online activity of relevant Internet users	86/085231 08-Oct-2013	4550852 17-Jun-2014