

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM415712

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ninthdecimal, inc.		12/27/2016	Corporation:
RECEIVING PARTY DATA			
Name:	North Atlantic Venture Fund V, L.P.		
Street Address:	Two City Center		
City:	Portland		
State/Country:	MAINE		
Postal Code:	04101		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	4444153	JIWIRE COMPASS NE SW NE SE SW NW	
Registration Number:	4475221	JIWIRE	
Serial Number:	87105791	LCI	
Serial Number:	87105809	LOCATION CONVERSION INDEX	
Registration Number:	4452672	LOCATION GRAPH	
Serial Number:	86304092	9D	
Registration Number:	3585441	NEARBYNOW	
Serial Number:	86288330	NINTHDECIMAL	
CORRESPONDENCE DATA			
Fax Number:	3129774405		
<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:	312-977-4400		
Email:	tefiester@nixonpeabody.com		
Correspondent Name:	Richard C. Himelhoch		
Address Line 1:	70 W. Madison Street, Suite 3500		
Address Line 2:	Nixon Peabody LLP		
Address Line 4:	Chicago, ILLINOIS 60602		
NAME OF SUBMITTER:	Richard C. Himelhoch		
SIGNATURE:	/Richard C. Himelhoch/		

CH \$215.00 4444153

DATE SIGNED:	02/10/2017
---------------------	------------

Total Attachments: 9

- source=073235-007 Security Agreement (Trademarks)#page1.tif
- source=073235-007 Security Agreement (Trademarks)#page2.tif
- source=073235-007 Security Agreement (Trademarks)#page3.tif
- source=073235-007 Security Agreement (Trademarks)#page4.tif
- source=073235-007 Security Agreement (Trademarks)#page5.tif
- source=073235-007 Security Agreement (Trademarks)#page6.tif
- source=073235-007 Security Agreement (Trademarks)#page7.tif
- source=073235-007 Security Agreement (Trademarks)#page8.tif
- source=073235-007 Security Agreement (Trademarks)#page9.tif

SECURITY AGREEMENT (TRADEMARKS)

This SECURITY AGREEMENT (TRADEMARKS) (this “**Agreement**”) is made as of December 27, 2016 by and between NINTHDECIMAL, INC., a Delaware corporation having its principal place of business located at 150 Post Street, Suite 500, San Francisco, CA 94108 (the “**Borrower**”) and NORTH ATLANTIC VENTURE V, L.P., a Delaware limited partnership having its principal place of business located at Two City Center, Portland, ME 04101 (the “**Purchaser**”).

All capitalized terms not defined herein but defined in the Pledge and Security Agreement – All Assets, dated of even date herewith (as the same may be amended, modified, supplemented, extended or restated, from time to time, the “**Security Agreement**”) by and between the Borrower and the Purchaser, shall have the meanings given to such terms in the Security Agreement.

Preliminary Statements:

WHEREAS, pursuant to that certain Purchase Agreement, dated of even date herewith (as the same may be amended, modified, supplemented, extended or restated, from time to time, the “**Purchase Agreement**”) by and between the Company and the Purchaser, the Company is issuing and selling, and Purchaser is purchasing from the Company, that certain 8.00% Senior Subordinated Secured Debenture due December 27, 2022 (the “**Debenture**”), made payable to the order of Purchaser, in the aggregate original principal amount of Five Million Dollars (\$5,000,000), and up to three (3) additional senior secured debentures each in the principal amount of One Million and 00/100 Dollars (\$1,000,000.00) (collectively, the “**Additional Debentures**” and each an “**Additional Debenture**”);

WHEREAS, the Borrower owns, has adopted, used and is using the trademarks and service marks (and has filed the trademark applications and service mark applications) set forth in **Schedule 1** attached hereto and made a part hereof (collectively, the “**Marks**”); and

WHEREAS, in order to induce the Purchaser to enter into the Purchase Agreement, and as a supplement to the Security Agreement, the Purchaser has requested, and the Borrower has agreed to enter into this Agreement.

NOW, THEREFORE, in order to induce the Purchaser to enter into the Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Borrower hereby agrees with the Purchaser as follows:

1. To secure the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations (as defined in the Purchase Agreement), the Borrower does hereby grant to the Purchaser a continuing security interest in and to the Marks and all General Intangibles connected with the use of or related to any and all Marks (including without limitation, all goodwill of the Borrower and its business, products and services appurtenant to, associated with or symbolized by any and all Marks and the use thereof), together with all registrations of the Marks and the applications therefor, all in accordance with the terms and provisions of the Security Agreement.

2. The Borrower and the Purchaser hereby expressly acknowledge and agree that all of the rights and remedies of the Purchaser with respect to the security interest granted hereby are more fully set forth in the Security Agreement.

[Signatures to follow on separate page]

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be duly executed and delivered under their seals as of the date first above written.

NINTHDECIMAL, INC.

By: *M. Jodice*
Name: Michael Jodice
Title: CEO

NORTH ATLANTIC VENTURE FUND
V, L.P.

By: NORTH ATLANTIC INVESTORS
V, LLC, its General Partner

WITNESS:

Name: _____

By: _____
Name: David M. Coit
Title: Managing Director

[Signature Page to Security Agreement – Trademarks]

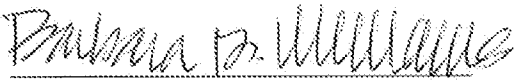
IN WITNESS WHEREOF, the undersigned have caused this Agreement to be duly executed and delivered under their seals as of the date first above written.

NINTHDECIMAL, INC.

By: _____
Name: _____
Title: _____

NORTH ATLANTIC VENTURE FUND
V, L.P.

WITNESS:


Name: _____



By: NORTH ATLANTIC INVESTORS
V, LLC, its General Partner



By: _____
Name: David M. Coit
Title: Managing Director

SCHEDULE 1

[See attached.]

**NINTHDECIMAL, INC.
TRADEMARK SUMMARY**

Jurisdiction	Trademark	Serial/ Reg No.	Filing/Reg. Date	Goods/Services	Status	Owner
U.S.	 WIWIRE COMPASS NE SW E SE SW NW	4,444,153	12/3/13	Ad serving, namely, placing advertisements on web sites for others using specialized computer software.	Registered	NinthDecimal, Inc.
U.S.	WIWIRE	4,475,221	1/28/14	Ad serving, namely, placing advertisements in mobile apps and on web sites for others using specialized computer software; online advertising services, location based ad serving, advertising software	Registered	NinthDecimal, Inc.
U.S.	LCI	87/105,791	7/15/16	Digital and print media attribution measurement and optimization services	Pending	NinthDecimal, Inc.
U.S.	LOCATION CONVERSION INDEX	87/105,809	7/15/16	Digital and print media attribution measurement and optimization services	Pending	NinthDecimal, Inc.
U.S.	LOCATION GRAPH	4,452,672	12/17/13	Ad serving, namely, placing advertisements on web sites for others using specialized computer software	Registered	NinthDecimal, Inc.
U.S.		86/304,092	6/9/14	Ad serving software, namely, software which places advertisements on websites for others; location based ad serving and advertising software, namely, software which places advertisements on websites for others based on location; computer software for use in marketing automation (Cl. 9); Online and mobile advertising services for others; marketing services (Cl. 35)	Allowed	NinthDecimal, Inc.
U.S.	NEARBYNOW	3,585,441	3/10/09	Operating online marketplaces for sellers of goods and/or services; advertising services; namely, promoting the goods and services of others through search engine referral traffic analysis and reporting and mobile advertising; providing online directory information services also featuring hyperlinks to other websites; online services, namely, ordering and inventory monitoring featuring product reservation capability for apparel, electronics, and household items.; Computer services, namely, providing search engines for obtaining data on a computer network; providing search platforms to allow users to send and receive content on a mobile device	Registered	NearbyNow, Inc.

Jurisdiction	Trademark	Serial/ Reg No.	Filing/Reg. Date	Goods/Services	Status	Owner
U.S.	NINTHDECIMAL	86/288,330	5/21/14	Ad serving software, namely, software which places advertisements on websites for others; location based ad serving and advertising software, namely, software which places advertisements on websites for others based on location; computer software for use in marketing automation (Cl 9); Online and mobile advertising services for others; marketing services (Cl. 35)	Allowed	NinthDecimal, Inc.
Australia	NINTHDECIMAL	1626522	1/27/16	Computer software; marketing and advertising software; ad serving software; location based ad serving software; marketing automation software; Advertising and marketing services; online and mobile advertising services; marketing automation services	Registered	NinthDecimal, Inc.
China	NINTHDECIMAL	14661584	8/21/15	1. Publicity; 2. Advertising; 3. Presentation of goods on communication media, for retail purposes; 4. Marketing; 5. Marketing studies; 6. Sales promotion for others.	Registered	NinthDecimal, Inc.
China	NINTHDECIMAL	14661585	8/28/15	1. Publicity; 2. Advertising; 3. Presentation of goods on communication media, for retail purposes; 4. Marketing; 5. Marketing studies; 6. Sales promotion for others.	Registered	NinthDecimal, Inc.
European Union		12976941	10/23/14	Ad serving software; Online and mobile advertising services, location based ad serving and advertising software; Marketing automation software and services	Registered	NinthDecimal, Inc.
European Union	NINTHDECIMAL	12925996	10/22/14	Ad serving software; location based ad serving and advertising software; marketing automation software; computer software and hardware; computer application software for use in connection with advertising and promotional programs; software applications for cellular phones, smartphones, PDAs, and mobile web devices; mobile software applications; downloadable electronic publications; downloadable instructional and informational material; downloadable advertising material; documents, information, video, sound, text and other media or multi-media, all being electronically recorded or downloadable from the internet other communications networks; Online and mobile advertising services; marketing automation services; advertising, marketing and promotional services; business consultancy services; market, preference and behaviour research services relating to advertising and marketing; business management advice and assistance; consultancy and expert services all relating to business, advertising and marketing; data processing, data verification and data management; provision of business statistical information; data processing services; generation of business reports;	Registered	NinthDecimal, Inc.

Jurisdiction	Trademark	Serial/ Reg No.	Filing/Reg. Date	Goods/Services	Status	Owner
				business information services; business and market research data and information collection, interpretation, analysis and/or presentation; creating and updating advertising material; capturing, processing and reporting information about website visitors and their preferences and behaviour to analyse the effectiveness of marketing techniques; updating information across multiple communications and computing devices; audience measurement and insight services; collection and aggregation of information and data ; Providing temporary use of online non-downloadable software; design, maintenance, hosting and operation of an internet website for third party information and communication; providing temporary use of nondownloadable software for advertising and marketing programs and for searching and viewing marketing research; data analytics services; applying predictive data analytics services to developers and publishers on mobile devices; application service provider, namely, hosting, managing, developing, and maintaining applications and software in the fields of data collection, advertising and marketing for mobile devices; consultancy, design, testing, research, technical support and information in the field of the internet and world wide web, computing, websites and website hosting; design, creation, maintenance and hosting of websites or website portals; application service provider services; technical consultation and technical support services in the field of data communications, personal area network communications, satellite communications, telecommunications, computer software and the Internet; hosting computer software applications for use by others; installation and maintenance of computer software; software writing services; data mining.		
Japan	NINTHDECIMAL	5740330	2/13/15	Ad serving software; Online and mobile advertising services, location based ad serving and advertising software; Computer software for marketing automation; Electronic machines and instruments (exclusive of Geiger counters, High frequency welders, Cyclotrons, Industrial X-ray machines and apparatus, Industrial betatrons, Magnetic prospecting machines, Magnetic object detectors, Seismic exploration machines and apparatus, Hydrophone machines and apparatus, Echo sounders, Ultrasonic flaw detectors, Ultrasonic sensors, Electronic apparatus for automatically opening and closing doors, Electronic microscopes), Electron tubes, Semi-conductor elements, Electronic circuits (exclusive of those recorded with computer programs),	Registered	NinthDecimal, Inc.

Jurisdiction	Trademark	Serial/ Reg No.	Filing/Reg. Date	Goods/Services	Status	Owner
				Computer programs; Consulting in relation to installation and maintenance of programs for computer systems in the field of marketing automation		
New Zealand	NINTHDECIMAL	999020	12/5/14	Computer software; marketing and advertising software; ad serving software; location based ad serving software; marketing automation software; Advertising and marketing services; online and mobile advertising services; marketing automation services	Registered	NinthDecimal, Inc.