

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM442032

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ABLETO, INC.	FORMERLY Abilto, Inc.	09/05/2017	Corporation: DELAWARE
ABLETO BEHAVIORAL HEALTH SERVICES, P.C.	FORMERLY Abilto Behavioral Health Services, P.C.	09/05/2017	Corporation: CONNECTICUT
RECEIVING PARTY DATA			
Name:	AVIDBANK		
Street Address:	50 West San Fernando Street, Suite 850		
City:	San Jose		
State/Country:	CALIFORNIA		
Postal Code:	95113		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	87184601	ABLETO	
CORRESPONDENCE DATA			
Fax Number:	6506440520		
<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:	6506483802		
Email:	patty@pattycheng.com		
Correspondent Name:	Patty Cheng		
Address Line 1:	2625 MIDDLEFIELD ROAD, SUITE 215		
Address Line 4:	Palo Alto, CALIFORNIA 94306		
NAME OF SUBMITTER:	Patty Cheng		
SIGNATURE:	/s/ Patty Cheng		
DATE SIGNED:	09/05/2017		
Total Attachments: 5			
source=AbleTo - A&R IPSA - executed#page1.tif			
source=AbleTo - A&R IPSA - executed#page2.tif			
source=AbleTo - A&R IPSA - executed#page3.tif			

OP \$40.00 87184601

source=AbleTo - A&R IPSA - executed#page4.tif

source=AbleTo - A&R IPSA - executed#page5.tif

AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of September **5** 2017 by and among ABLETO, INC., a Delaware corporation formerly known as Abilto, Inc. ("AbleTo"), and ABLETO BEHAVIORAL HEALTH SERVICES, P.C., a Connecticut professional corporation formerly known as Abilto Behavioral Health Services, P.C. ("AbleTo Behavioral"), and AVIDBANK, a California corporation ("Bank"). AbleTo and AbleTo Behavioral are each referred to herein as a "Grantor" and collectively, as the "Grantors".

RECITALS

Bank has agreed to make certain advances of money and to extend certain financial accommodations to Grantors in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantors dated as of June 24, 2016 and as amended from time to time (the "Loan Agreement"). Capitalized terms used herein have the meaning assigned in the Loan Agreement. In connection therewith, Bank and Grantors entered into that certain Intellectual Property Security Agreement dated as of June 24, 2016 (the "Original IPSA"). Bank and Grantors desire to amend and restate the Original IPSA in accordance with the terms of this Agreement.

NOW, THEREFORE, each Grantor agrees as follows:

AGREEMENT

This Agreement is intended to and does completely amend and restate, without novation, the Original IPSA. All security interests granted under the Original IPSA are hereby confirmed and ratified as set forth herein.

To secure performance of Grantors' obligations under the Loan Agreement, each Grantor grants to Bank a security interest in all of such Grantor's right, title and interest in such Grantor's intellectual property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits). This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. Each right, power and remedy of Bank provided for herein shall not preclude the simultaneous or later exercise by Bank of any or all other rights, powers or remedies.

This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument. In the event that any signature to this Agreement is delivered by facsimile transmission or by e-mail delivery of a ".pdf" format data file, such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such facsimile or ".pdf" signature page were an original thereof.

[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, the parties have caused this Amended and Restated Intellectual Property Security Agreement to be duly executed as of the first date written above.

Address of Grantors:

c/o AbleTo, Inc.
320 W. 37th Street, 7th Floor
New York, NY 10008
Attn: Renee Barnett
FAX: ()

ABLETO, INC.

By: 

Name: Renee Barnett

Title: VP Finance

ABLETO BEHAVIORAL HEALTH
SERVICES, P.C.

By: 

Name: Amee Peters

Title: President

Address of Bank:

50 West San Fernando Street, Suite 850
San Jose, California 95113
Attn: Stephen Chen
FAX: (855) 208-1157

AVIDBANK

By: 

Name: Reisa Babic

Title: Vice President

EXHIBIT A

Copyrights

Please Check Box if No Copyrights Exist ☐

Owner	Title	Registration Number	Registration Date
AbleTo	AbilTo ADHD at Home/Work Program Manual.	TXu001716888	2010-08-30
AbleTo	AbilTo Cardiac Health Forum Program Manual.	TX0007433128	2011-08-11
AbleTo	AbilTo Momentum at Home Program Manual.	TXu001716838	2010-08-30
AbleTo	AbilTo Momentum at Work Program Manual.	TXu001716844	2010-08-30
AbleTo	AbilTo Momentum One Program Manual.	TX0007433129	2011-08-11
AbleTo	AbilTo Panic Disorder Program Manual.	TXu001716845	2010-08-30

EXHIBIT B

Patents

Please Check Box if No Patents Exist ☒ X

Owner	Title	Application / Patent Number	Application/ Issue Date
-------	-------	--------------------------------	-------------------------

EXHIBIT C

Trademarks

Please Check Box if No Trademarks Exist ☐

<u>Owner</u>	<u>Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
AbleTo	HEALTHY CHANGES. EXTRAORDINARY RESULTS.	4699726	March 10, 2015
AbleTo	ABIL TO	4596849	September 2, 2014
AbleTo	ABILTO	3907194	January 18, 2011
AbleTo	THERAPY REINVENTED	3897181	December 28, 2010
AbleTo	ABLETO	87184601	September 27, 2016