

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM479704

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CONVERSICA, INC.		06/19/2018	Corporation: DELAWARE
CONVERSICA LLC	FORMERLY AVA.AI LLC	06/19/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	CANADIAN IMPERIAL BANK OF COMMERCE		
Street Address:	199 BAY STREET, 11TH FLOOR		
City:	TORONTO		
State/Country:	CANADA		
Postal Code:	M5L 1A2		
Entity Type:	CANADIAN BANK: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	87893405	CC CONVERSICA	
CORRESPONDENCE DATA			
Fax Number:	8585506420		
<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:	858-550-6433		
Email:	jmfitzpatrick@cooley.com		
Correspondent Name:	JENNIFER FITZPATRICK		
Address Line 1:	C/O COOLEY LLP		
Address Line 2:	4401 EASTGATE MALL		
Address Line 4:	SAN DIEGO, CALIFORNIA 92121		
ATTORNEY DOCKET NUMBER:	313569-122		
NAME OF SUBMITTER:	JENNIFER FITZPATRICK		
SIGNATURE:	/JENNIFER FITZPATRICK/		
DATE SIGNED:	06/27/2018		
Total Attachments: 5			
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**FIRST AMENDMENT
TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This First Amendment to Intellectual Property Security Agreement is entered into as of June 19, 2018 (the "Amendment") by and between CANADIAN IMPERIAL BANK OF COMMERCE, a Canadian Bank, as successor in interest to WF Fund V Limited Partnership (the "Lender"), CONVERSICA, INC., a Delaware corporation ("INC.") and CONVERSICA LLC, (formerly known as AVA.AI LLC) a Delaware limited liability company ("LLC"; together with INC., each a "Grantor" and collectively, "Grantors").

RECITALS

Grantors and Lender are parties to that certain Intellectual Property Security Agreement dated as of September 6, 2016, as amended from time to time (the "IPSA"). The parties are entering into a Second Amendment to Loan and Security Agreement dated as of even date hereof (the "Second Amendment"). In connection with the Second Amendment, the parties desire to amend the IPSA in accordance with the terms of this Amendment.

NOW, THEREFORE, the parties agree as follows:

1. Exhibit B (Patents) to the IPSA is hereby replaced in its entirety with that attached hereto as Exhibit B.
2. Exhibit C (Trademarks) to the IPSA is hereby replaced in its entirety with that attached hereto as Exhibit C.
3. Unless otherwise defined, all initially capitalized terms in this Amendment shall be as defined in the IPSA. The IPSA, as amended hereby, shall be and remain in full force and effect in accordance with its respective terms and hereby is ratified and confirmed in all respects. Except as expressly set forth herein, the execution, delivery, and performance of this Amendment shall not operate as a waiver of, or as an amendment of, any right, power, or remedy of Lender's under the IPSA, as in effect prior to the date hereof. Each Grantor ratifies and reaffirms the continuing effectiveness of all agreements entered into in connection with the IPSA.
4. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

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[SIGNATURE PAGE TO FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the first date above written.

Address of Grantor:

950 Tower Lane
Suite 1200
Foster City, CA 94404
Attn: Chief Financial Officer

GRANTORS:

CONVERSICA, INC.

By: 

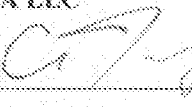
Title: CEO

Name: G. Alex Terry

Address of Grantor:

950 Tower Lane
Suite 1200
Foster City, CA 94404
Attn: Chief Financial Officer

CONVERSICA LLC

By: 

Title: CEO

Name: G. Alex Terry

[SIGNATURE PAGE TO FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]


IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the first date above written.

Address of Lender:

199 Bay Street, 11th Floor
Toronto, Ontario, M5L 1A2 Canada

LENDER:

CANADIAN IMPERIAL BANK OF COMMERCE

By: 

Title: President & Executive Managing Director
CIBC Innovation Banking

Name: Mark McQueen

179144106

TRADEMARK

REEL: 006365 FRAME: 0659

EXHIBIT B

Patents

Description	Patent / Application Number	Issue/ Application Date
SYSTEMS AND METHODS FOR MANAGEMENT OF AUTOMATED DYNAMIC MESSAGING	14/604,594	01/23/15
SYSTEMS AND METHODS FOR MANAGEMENT OF AUTOMATED DYNAMIC MESSAGING	PCT/US16/14650	01/23/16
SYSTEMS AND METHODS FOR PROCESSING MESSAGE EXCHANGES USING ARTIFICIAL INTELLIGENCE	14/604,602	01/23/15
SYSTEMS AND METHODS FOR CONFIGURING KNOWLEDGE SETS AND AI ALGORITHMS FOR AUTOMATED MESSAGE EXCHANGES	14/604,610	01/23/15
SYSTEMS AND METHODS FOR NATURAL LANGUAGE PROCESSING AND CLASSIFICATION	62/561,194	09/20/17
SYSTEMS AND METHODS FOR CONFIGURABLE MESSAGING RESPONSE-ACTION ENGINE	62/577,635	10/26/17
SYSTEMS AND METHODS FOR IMPROVED MACHINE LEARNING FOR CONVERSATIONS	62/594,415	12/04/17
SYSTEMS AND METHODS FOR HUMAN TO AI COOPERATION IN ASSOCIATION WITH MACHINE LEARNING CONVERSATIONS	62/612,020	12/29/17
SYSTEMS AND METHODS FOR ENHANCED NATURAL LANGUAGE PROCESSING FOR MACHINE LEARNING CONVERSATIONS	62/649,507	3/28/18

EXHIBIT C

Trademarks

Description	Registration/ Serial Number	Registration/ Application Date
CONVERSICA	4,882,592	01/05/16
AVA.AI	86/396,830	09/16/14
CC CONVERSICA	87/893,405	04/25/18