

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM532455

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Monkimun Inc.		07/17/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Silicon Valley Bank		
Street Address:	3003 Tasman Drive, HF150		
City:	Santa Clara		
State/Country:	CALIFORNIA		
Postal Code:	95054		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	5034447	MONKIMUN	
Serial Number:	87206853	LINGOKIDS	
CORRESPONDENCE DATA			
Fax Number:			
<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:	7033826485		
Email:	DHall@VLPLawGroup.com		
Correspondent Name:	Davis Hall		
Address Line 1:	1029 N Stuart Street		
Address Line 2:	Unit 200		
Address Line 4:	Arlington, VIRGINIA 22201		
NAME OF SUBMITTER:	Davis Hall		
SIGNATURE:	/DavisHall/		
DATE SIGNED:	07/18/2019		
Total Attachments: 21			
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement (“Agreement”) is entered into as of July 17, 2019 by and between SILICON VALLEY BANK (“Bank”) and MONKIMUN INC. (“Grantor”).

RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the “Loans”) in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantor dated July 17, 2019 (as the same may be amended, modified or supplemented from time to time, the “Loan Agreement”; capitalized terms used herein are used as defined in the Loan Agreement). Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks, Patents, and Mask Works (as each term is described below) to secure the obligations of Grantor under the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor’s right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

1. Grant of Security Interest. To secure its obligations under the Loan Agreement, Grantor grants and pledges to Bank a security interest in all of Grantor’s right, title and interest in, to and under its intellectual property (all of which shall collectively be called the “Intellectual Property Collateral”), including, without limitation, the following:

(a) Any and all copyright rights, copyright applications, copyright registrations and like protections in each work of authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held, including without limitation those set forth on Exhibit A attached hereto (collectively, the “Copyrights”);

(b) Any and all trade secrets, and any and all intellectual property rights in computer software and computer software products now or hereafter existing, created, acquired or held;

(c) Any and all design rights that may be available to Grantor now or hereafter existing, created, acquired or held;

(d) All patents, patent applications and like protections including, without limitation, improvements, divisions, continuations, renewals, reissues, extensions and

continuations-in-part of the same, including without limitation the patents and patent applications set forth on Exhibit B attached hereto (collectively, the "Patents");

(e) Any trademark and servicemark rights, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Grantor connected with and symbolized by such trademarks, including without limitation those set forth on Exhibit C attached hereto (collectively, the "Trademarks");

(f) All mask works or similar rights available for the protection of semiconductor chips, now owned or hereafter acquired, including, without limitation those set forth on Exhibit D attached hereto (collectively, the "Mask Works");

(g) Any and all claims for damages by way of past, present and future infringements of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights identified above;

(h) All licenses or other rights to use any of the Copyrights, Patents, Trademarks, or Mask Works and all license fees and royalties arising from such use to the extent permitted by such license or rights;

(i) All amendments, extensions, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and

(j) All proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

2. Recordation. Grantor authorizes the Commissioner for Patents, the Commissioner for Trademarks and the Register of Copyrights and any other government officials to record and register this Agreement upon request by Bank.

Grantor hereby authorizes Bank to (a) modify this Agreement unilaterally by amending the exhibits to this Agreement to include any Intellectual Property Collateral which Grantor obtains subsequent to the date of this Agreement and (b) file a duplicate original of this Agreement containing amended exhibits reflecting such new Intellectual Property Collateral.

3. Loan Documents. This Agreement has been entered into pursuant to and in conjunction with the Loan Agreement, which is hereby incorporated by reference. The provisions of the Loan Agreement shall supersede and control over any conflicting or inconsistent provision herein. The rights and remedies of Bank with respect to the Intellectual Property Collateral are as provided by the Loan Agreement and related documents, and nothing in this Agreement shall be deemed to limit such rights and remedies.

4. Execution in Counterparts. This Agreement may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page to this Agreement by facsimile or in electronic (i.e., "pdf" or "tif" format) shall be effective as delivery of a manually executed counterpart of this Agreement.

5. Successors and Assigns. This Agreement will be binding on and shall inure to the benefit of the parties hereto and their respective successors and assigns.


6. Governing Law. This Agreement and any claim, controversy, dispute or cause of action (whether in contract or tort or otherwise) based upon, arising out of or relating to this Agreement and the transactions contemplated hereby and thereby shall be governed by, and construed in accordance with, the laws of the United States and the State of California, without giving effect to any choice or conflict of law provision or rule (whether of the State of California or any other jurisdiction).

[Signature page follows.]

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

MONKIMUN INC.


By: CRISTOBAL VIEDMA INCUMA
Title: CEO

BANK:

SILICON VALLEY BANK

By: _____
Title: _____

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

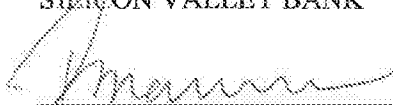
MONKIMUN INC.

.....
By:

Title:

BANK:

SILICON VALLEY BANK



.....
By: Bailey Morrow

Title: Vice President

EXHIBIT A

Copyrights


NONE



EXHIBIT B


Patents

NONE


EXHIBIT C
Trademarks


Trademark	Description	Territory	Registration Number (RN) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
	<p>Providing a website featuring on-line educational courses of instruction in the field of language learning for children, and distribution of educational course materials in connection therewith; online electronic publishing of books, text-books, manuals, journals and pamphlets featuring game based language learning lessons, audiobooks, musical videos for language learning; coloring books, phonics practice hand-outs and workbooks, all the foregoing featuring children language learning courses; organizing, facilitating, moderating and providing instruction via communications networks for others in the field of language learning for children; educational services, namely, providing courses and workshops in the field of language learning for children; publication of books, text-books, manuals, journals and pamphlets featuring games based language learning lessons, audiobooks, coloring books, all the foregoing featuring instructional, educational and teaching materials, courses and information; providing online instructional, educational and teaching courses at the college level in the fields of language learning for children and school readiness, and distribution of course material in connection therewith; providing online instructional, educational and teaching information in the fields of language learning for children and school readiness; library services</p>	the U.S.	RN: 5034447	41	Registered	2016-09-06


Trademark	Description	Territory	Registration Number (RN) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
		the People's Republic of China	RN: 17306435	41	Registered	2016-11-28
	<p>9: Downloadable audio, video, and audio/visual files featuring a wide variety of educational materials and courses available via the internet and mobile devices; downloadable software for presenting, viewing and listening to educational courses and educational course materials available via the internet and mobile devices; educational publications, namely, electronic downloadable text books, workbooks and written course materials for use with courses of education; computer software; interactive software; educational software; assessment software; audio recordings; video recordings; compact discs; tape cassettes; CD-ROMs; DVD discs; other pre-recorded electronic recording media; semi-conductor devices containing recorded sound and/or video and/or images; educational and teaching apparatus and instruments; non-printed publications; data, information, audio, video and other media and multimedia, all being readable or downloadable from a computer network or the Internet; flash drives.</p> <p>38: Providing on-line chat rooms and electronic bulletin boards for transmission of messages among users in the fields of education, educational courses, and educational course materials; providing on-line chat rooms and electronic bulletin boards for transmission of messages among teachers and students; telecommunications; communication and</p>	EU	RN: 014273726	9 / 38 / 41	Registered	2015-10-16


Trademark	Description	Territory	Registration Number (RX) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
	<p>delivery of educational data by means of telecommunications; internet portal services for communicating expert advice and education in a variety of fields to clients and consumers of such advice; data transmission and reception services via telecommunication means; access to a telecommunications network portal, in particular by computer, telephone or television; routing and connecting services for the provision of education and instruction by telecommunications; providing on-line electronic bulletin board services and chat rooms.</p> <p>41: Providing a website featuring on-line and downloadable educational courses and educational course materials in a wide variety of educational fields; publishing online courses on a wide variety of subjects; organizing, facilitating, moderating and providing instruction via communications networks for others; matching suppliers of educational services with customers thereof; educational services; distribution of educational materials and courses at all levels of instruction; publication and on-line provision of instructional, educational and teaching materials, courses and information; library services.</p>	the U.S.	SN: 87206853	9	Registered	2019-01-08


Trademark	Description	Territory	Registration Number (RX) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
	<p>Field of foreign languages, namely English, Spanish and Chinese for children ; educational publications, namely, electronic downloadable text books, workbooks and written course materials for use with courses of education in the field of in the field of foreign languages, namely English, Spanish and Chinese for children ; Computer software for interfacing with education materials; Interactive computer software for educational course materials; Educational software for the use of childhood instruction in the field of foreign languages, namely English, Spanish and Chinese for children; Computer software for use in administering educational assessments in the field of foreign languages, namely English, Spanish and Chinese for children; Audio recordings featuring course materials in the field of foreign languages, namely English, Spanish and Chinese for children; Video recordings featuring course materials in the field of foreign languages, namely English, Spanish and Chinese for children; Compact discs featuring course materials in the field of foreign languages, namely English, Spanish and Chinese for children; Tape cassettes featuring course materials in the field of foreign languages, namely English, Spanish and Chinese for children; CD-ROMs featuring course materials in the field of foreign languages, namely English, Spanish and Chinese for children ; Digital versatile discs featuring course materials in the field of foreign languages, namely English, Spanish and Chinese for children ; pre-recorded electronic recording media in the nature of e-books featuring course materials recorded on computer media in the field of foreign languages, namely English, Spanish and Chinese for children; Semi-</p>					


Trademark	Description	Territory	Registration Number (RN) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
	<p>conductor devices containing recorded sound and/or video and/or images; educational and teaching apparatus and instruments, namely, digital course materials and interface design to facilitate class instruction; non-printed downloadable publications in the nature of books, newsletters, worksheets in the field of in the field of foreign languages, namely English, Spanish and Chinese for children; Downloadable multimedia file containing artwork, text, audio, video, games, and Internet Web links relating to in the field of foreign languages, namely English, Spanish and Chinese for children ; Photographic flash units</p>	the U.S.	SN: 792228832	41	Registered	N/2019-02-12


Trademark	Description	Territory	Registration Number (RN) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
	<p>teaching information in the fields of language, mathematics and computer science learning for children and school readiness; library services.</p> <p>9. Archivos descargables de audio, vídeo y audiovisuales con una amplia variedad de materiales educativos y cursos disponibles a través de Internet y dispositivos móviles; Software descargable para presentar, visualizar y escuchar cursos educativos y materiales de cursos de educativos disponibles a través de Internet y dispositivos móviles; Publicaciones educativas, en concreto, libros de texto descargables electrónicos, libros de ejercicios y materiales de cursos escritos para su uso con cursos de educación; Software; Software interactivo; Software de aprendizaje; Software de valoración; Grabaciones de audio; Grabaciones de vídeo; Discos compactos; Casetes de cinta; CD-ROM compactos; Discos DVD; Otros soportes electrónicos pregrabados; Dispositivos semiconductores que contengan sonido y/o vídeo y/o imágenes grabados; Aparatos e instrumentos de enseñanza o instrucción; Publicaciones no impresas; Datos, información, audio, vídeo y otros medios y multimedia, todo legible o descargable desde una red informática o Internet; Unidades de flash.</p> <p>41. Access to a website with online and downloadable educational courses and educational course materials in a wide variety of educational settings; Edition of online courses on a wide variety of subjects; Organization, facilitation, moderation and instruction services through communication networks for third parties; Correspondences</p>	EU	RN: 015731193	9 / 41	Registered	2017-05-20


Trademark	Description	Territory	Registration Number (RN) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
	<p>between educational service providers and their clients; Education; Distribution of educational materials and courses at all levels of instruction; Publication and online facilitation of instructional, educational and teaching materials, courses and information; Library services.</p> <p>9: Downloadable audio, video, and audio/visual files featuring a wide variety of educational materials and courses available via the internet and mobile devices; downloadable software for presenting, viewing and listening to educational courses and educational course materials available via the internet and mobile devices; educational publications, namely, electronic downloadable text books, workbooks and written course materials for use with courses of education; Computer software; Interactive computer software; Educational software; Assessment software; Audio recordings; Video recordings; Compact discs; Tape cassettes; Cd roms; Digital versatile discs; Other pre-recorded electronic recording media; Semi-conductor devices containing recorded sound and/or video and/or images; educational and teaching apparatus and instruments; non-printed publications; Data, information, audio, video and other media and multimedia, all being readable or downloadable from a computer network or the Internet; Flash units.</p> <p>41: Providing on-line educational courses and educational course materials in a wide variety of educational fields via a website; publishing online courses on a wide variety of subjects; organizing, facilitating, moderating and providing instruction via communications</p>	Mexico	International Registration Number: 1393919	[9 / 41]	Pending	N/A

Trademark	Description	Territory	Registration Number (RN) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
	<p>networks for others; arranging of educational services provided by suppliers for customers thereof; Education; dissemination of educational materials and courses at all levels of instruction; Publication and on-line provision of instructional, educational and teaching materials, courses and information; Library services.</p>	India	International Registration Number: 1393919	9 / 41	Pending	N/A
	<p>9: Downloadable audio, video, and audio/visual files featuring a wide variety of educational materials and courses available via the internet and mobile devices; downloadable software for presenting, viewing and listening to educational courses and educational course materials available via the internet and mobile devices; educational publications, namely, electronic downloadable text books, workbooks and written course materials for use with courses of education; Computer software; Interactive computer software; Educational software; Assessment software; Audio recordings; Video recordings; Compact discs; Tape cassettes; Cd roms; Digital versatile discs; Other pre-recorded electronic recording media; Semi-conductor devices containing recorded sound and/or video and/or images; educational and teaching apparatus and instruments; non-printed publications; Data, information, audio, video and other media and multimedia, all being readable or downloadable from a computer network or the Internet; Flash units.</p> <p>41: Providing on-line educational courses and educational course materials in a wide variety of educational fields via a website; publishing online courses on a wide variety of subjects; organizing, facilitating, moderating and providing instruction via communications</p>					

Trademark	Description	Territory	Registration Number (RN) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
	<p>networks for others; arranging of educational services provided by suppliers for customers thereof; Education; dissemination of educational materials and courses at all levels of instruction; Publication and on-line provision of instructional, educational and teaching materials, courses and information; Library services.</p>					
	<p>9: Downloadable audio, video, and audio/visual files featuring a wide variety of educational materials and courses available via the internet and mobile devices; downloadable software for presenting, viewing and listening to educational courses and educational course materials available via the internet and mobile devices; educational publications, namely, electronic downloadable text books, workbooks and written course materials for use with courses of education; Computer software; Interactive computer software; Educational software; Assessment software; Audio recordings; Video recordings; Compact discs; Tape cassettes; Cd roms; Digital versatile discs; Other pre-recorded electronic recording media; Semi-conductor devices containing recorded sound and/or video and/or images; educational and teaching apparatus and instruments; non-printed publications; Data, information, audio, video and other media and multimedia, all being readable or downloadable from a computer network or the Internet; Flash units.</p> <p>41: Providing on-line educational courses and educational course materials in a wide variety of educational fields via a website; publishing online courses on a wide variety of subjects; organizing, facilitating, moderating and providing instruction via communications</p>	<p>the People's Republic of China</p>	<p>International Registration Number: 1393919</p>	<p>9 / 41</p>	<p>Pending</p>	<p>N/A</p>

Trademark	Description	Territory	Registration Number (RN) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
	<p>networks for others; arranging of educational services provided by suppliers for customers thereof; Education; dissemination of educational materials and courses at all levels of instruction; Publication and on-line provision of instructional, educational and teaching materials, courses and information; Library services.</p> <p>9: Downloadable audio, video, and audio/visual files featuring a wide variety of educational materials and courses available via the internet and mobile devices; downloadable software for presenting, viewing and listening to educational courses and educational course materials available via the internet and mobile devices; educational publications, namely, electronic downloadable text books, workbooks and written course materials for use with courses of education; Computer software; Interactive computer software; Educational software; Assessment software; Audio recordings; Video recordings; Compact discs; Tape cassettes; Cd roms; Digital versatile discs; Other pre-recorded electronic recording media; Semi-conductor devices containing recorded sound and/or video and/or images; educational and teaching apparatus and instruments; non-printed publications; Data, information, audio, video and other media and multimedia, all being readable or downloadable from a computer network or the Internet; Flash units.</p> <p>41: Providing on-line educational courses and educational course materials in a wide variety of educational fields via a website; publishing online courses on a wide variety of subjects; organizing, facilitating, moderating and providing instruction via communications</p>	Thailand	International Registration Number: 1393919	[9 / 41]	Pending	N/A

Trademark	Description	Territory	Registration Number (RN) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
	<p>networks for others; arranging of educational services provided by suppliers for customers thereof; Education; dissemination of educational materials and courses at all levels of instruction; Publication and on-line provision of instructional, educational and teaching materials, courses and information; Library services.</p>	Chile	SN: 1274345	[9 / 41 / 38]	Registered	2018-10-02
	<p>41: Edition of online courses on a wide variety of subjects; organization, facilitation, moderation and instruction services through communication networks for third parties in the field of language learning for children; education; courses at all levels of instruction; publication and online</p>					

Trademark	Description	Territory	Registration Number (RX) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
	<p>facilitation of instructional, educational and teaching materials, courses and information; library services</p> <p>38: Access to a website with online and downloadable educational courses and educational course materials in a wide variety of educational settings</p>					
	<p>9: Downloadable audio, video, and audio/visual files featuring a wide variety of educational materials and courses available via the internet and mobile devices; downloadable software for presenting, viewing and listening to educational courses and educational course materials available via the internet and mobile devices; educational publications, namely, electronic downloadable text books, workbooks and written course materials for use with courses of education; Computer software; Interactive computer software; Educational software; Assessment software; Audio recordings; Video recordings; Compact discs; Tape cassettes; Cd roms; Digital versatile discs; Other pre-recorded electronic recording media; Semi-conductor devices containing recorded sound and/or video and/or images; educational and teaching apparatus and instruments; non-printed publications; Data, information, audio, video and other media and multimedia, all being readable or downloadable from a computer network or the Internet; Flash units.</p> <p>41: Providing a website featuring on-line and downloadable educational courses and educational course materials in a wide variety of educational fields; publishing online courses on a wide variety of</p>	Brazil	SN: 913783374	[9 / 41]	Pending	N/A

Trademark	Description	Territory	Registration Number (RX) / Series Number (SN)	Class	Status	Registration Date (YY-MM-DD)
	subjects, organizing, facilitating, moderating and providing instruction via communications networks for others; matching suppliers of educational services with customers thereof; Education; distribution of educational materials and courses at all levels of instruction; Publication and on-line provision of instructional, educational and teaching materials, courses and information; Library services.					

EXHIBIT D

Mask Works

NONE