

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM554098

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ZYMERGEN INC.		12/19/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Perceptive Credit Holdings II, LP, as Administrative Agent		
Street Address:	51 Astor Place, 10th Floor		
Internal Address:	c/o Perceptive Advisors LLC		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10003		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4993038	ZYMERGEN	
Registration Number:	5287226		
CORRESPONDENCE DATA			
Fax Number:	2124687900		
<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:	2123364240		
Email:	hcheng@mofo.com		
Correspondent Name:	Jeffrey Xu		
Address Line 1:	250 West 55th Street		
Address Line 2:	Morrison & Foerster LLP		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	72295-46		
NAME OF SUBMITTER:	Jeffrey Xu		
SIGNATURE:	/Jeffrey Xu/		
DATE SIGNED:	12/19/2019		
Total Attachments: 14			
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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT, dated as of December 19, 2019 (this “*Trademark Security Agreement*”), made by each of the signatories hereto (together with any other entity that may become a party hereto as provided herein, the “*Trademark Grantors*”), is in favor of Perceptive Credit Holdings II, LP, as administrative agent for the Secured Parties (in such capacity, together with its successors and assigns, the “*Administrative Agent*”).

W I T N E S S E T H:

WHEREAS, the Trademark Grantors are party to a Security Agreement, dated as December 19, 2019 (as amended or otherwise modified from time to time, the “*Security Agreement*”) in favor of the Administrative Agent, pursuant to which the Trademark Grantors are required to execute and deliver this Trademark Security Agreement (capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Security Agreement);

WHEREAS, pursuant to the terms of the Security Agreement, each Trademark Grantor has created in favor of the Administrative Agent a security interest in, and the Administrative Agent has become a secured creditor with respect to, the Trademark Collateral (as defined below);

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent and the Lender to enter into the Credit Agreement and to induce the Lender to make their respective extensions of credit to the Borrower thereunder, each Trademark Grantor hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in all of the following property now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the “*Trademark Collateral*”), as collateral security for the complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of all Secured Obligations:

(a) all Trademarks of such Trademark Grantor, including, without limitation, the registered and applied-for Trademarks of such Grantor listed on **Schedule 1** attached hereto (excluding any application for registration of a trademark filed on an intent-to-use (or equivalent) basis solely to the extent that the grant of a security interest in any such trademark application would materially adversely affect the validity or enforceability of such application or the resulting registration, or result in abandonment of application or cancellation of the resulting registration);

(b) to the extent not covered by **clause (a)**, all Proceeds of any of the foregoing;

(c) to the extent not covered by **clause (a)**, the goodwill of the businesses with which the Trademarks are associated; and

(d) to the extent not covered by **clause (a)**, all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same.

The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement, and the Trademark Grantors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

Each Trademark Grantor hereby authorizes and requests that the Commissioner of Patents and Trademarks record this Trademark Security Agreement.

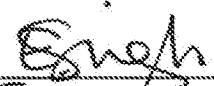
THIS TRADEMARK SECURITY AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS TRADEMARK SECURITY AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

This Trademark Security Agreement may be executed by one or more of the parties to this Trademark Security 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 Trademark Security Agreement by facsimile transmission or electronic transmission (in PDF format) shall be effective as delivery of a manually executed counterpart hereof.

[Signature Pages Follow]

IN WITNESS WHEREOF, each Trademark Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first above written.

ZYMERGEN INC.

By: 
Name: ENAKSHI SINGH
Title: CFO

Address for Notices:
5980 Horton Street, Suite 105
Emeryville, CA 94608
Attn: Ena Singh
Tel.: (415) 801-8073
Email: ena@zymergen.com

Accepted and Agreed:
PERCEPTIVE CREDIT HOLDINGS II, LP, as the Administrative Agent

By: **PERCEPTIVE CREDIT OPPORTUNITIES GP, LLC**, its general partner

By 
Name: Sandeep Dixit
Title: Chief Credit Officer



By 
Name: Sam Chawla
Title: Portfolio Manager





Perceptive Credit Holdings II, LP
c/o Perceptive Advisors LLC
51 Astor Place, 10th Floor
New York, NY 10003
Attn: Sandeep Dixit
Email: Sandeep@perceptivelife.com and PCOF@perceptivelife.com



[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006821 FRAME: 0648



TRADEMARKS

Trademark Name	Country	Status	B&T Matter	Classes / Goods	Application Number	Filing Date	Registration Number	Registration Date
ZYMERGEN	Australia	Registered	256571	42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	1787729	08/04/2016	1787729	08/04/2016
 Design	Australia	Registered	256572	01 Int. chemicals; microbes 42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	1787731	08/04/2016	1787731	11/30/2016
 STYLIZED Z	Australia	Registered	286600	01 Int. biologically-derived industrial chemicals; engineered microbes for use in the production of industrial chemicals 42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	1957968	09/27/2018	1957968	06/19/2019



Trademark Name	Country	Status	B&T Matter	Classes / Goods	Application Number	Filing Date	Registration Number	Registration Date
ZYMERGEN	Brazil	Registered	252387	42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	910840431	03/31/2016	910840431	04/17/2018
 Design	Brazil	Registered	256575	01 Int. chemicals; microbes	911523170	08/24/2016	911523170	06/19/2018
 Design	Brazil	Registered	256576	42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	911523154	08/24/2016	911523154	06/19/2018
 STYLIZED Z	Brazil	Registered	286601	01 Int. biologically-derived industrial chemicals; engineered microbes for use in the production of industrial chemicals	916035883	10/05/2018	916035883	08/20/2019
 STYLIZED Z	Brazil	Registered	286602	42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	916036081	10/05/2018	916036081	08/20/2019

Trademark Name	Country	Status	B&T Matter	Classes / Goods	Application Number	Filing Date	Registration Number	Registration Date
ZYMERGEN	Canada	Registered	252388	42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	1776063	04/07/2016	TMA1020392	04/30/2019
ZYMERGEN	China	Registered	252389	42 Int. product development; biological research; biology clone service; scientific research; scientific research and development; gene screening for science purpose; electronic data storage; data conversion of computer programs and data [not physical conversion]; off-site data backup	19472005	03/30/2016	19472005	05/14/2017
 Design	China	Registered	256578	01 Int. industrial chemicals; cultures of microorganisms, other than for medical and veterinary use; preparations of microorganisms, other than for medical and veterinary use; bacterial preparations other than for medical and veterinary use; bacteriological preparations other than for medical and veterinary use	21349849	09/20/2016	21349849	11/14/2017
 Design	China	Registered	256579	42 Int. product development; biological research; biology clone service; technical research; technical project studies;	21349848	09/20/2016	21349848	11/14/2017


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Trademark Name	Country	Status	B&T Matter	Classes / Goods	Application Number	Filing Date	Registration Number	Registration Date
ZYMERGEN	European Union	Registered	252390	scientific research; chemical research; off-site data backup; electronic data storage 42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	15280001	03/29/2016	15280001	08/04/2016
	European Union	Registered	256580	01 Int. chemicals; microbes 42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	15722069	08/03/2016	15722069	11/28/2016
 STYLIZED Z	European Union	Registered	286606	01 Int. biologically-derived industrial chemicals; engineered microbes for use in the production of industrial chemicals 42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	17962008	09/27/2018	17962008	02/06/2019


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Trademark Name	Country	Status	B&T Matter	Classes / Goods	Application Number	Filing Date	Registration Number	Registration Date
ZYMERGEN	India	Registered	252391	42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	3244333	04/26/2016	3244333	03/12/2017
 Design	India	Registered	260841	42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	3352305	09/01/2016	3352305	03/07/2018
 STYLIZED Z	India	Registered	286607	01 Int. biologically-derived industrial chemicals; engineered microbes for use in the production of industrial chemicals	3984449	10/26/2018	2148085	04/19/2019
ZYMERGEN	Japan	Registered	252392	35 Int. automation, collection, systematization, compilation and analysis of data in the field of genome design lifecycles stored in computer databases; evaluation, analysis and collection of data in the field of genome lifecycles 42 Int. research and development in the biotechnology field; product development; design and development of data entry systems	2016-34961	03/29/2016	5878017	09/02/2016

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Trademark Name	Country	Status	B&T Matte r	Classes / Goods	Application Number	Filing Date	Registration Number	Registration Date
				using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles; design and development of data storage systems using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles; design and development of data processing apparatus using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles; research and development for others; product design and development services; product information in the field of product development; research services for the development of new products				
 Design	Japan	Registered	256582	01 Int. chemicals, microbes, microorganisms (preparations of microorganisms) other than for medical and veterinary use 35 Int. systematization of data in computer databases, systemization of information into computer databases 42 Int. research and development in the biotechnology field; product development; research and development for	2016-83867	08/04/2016	6004657	12/15/2017

Trademark Name	Country	Status	B&T Matter	Classes / Goods	Application Number	Filing Date	Registration Number	Registration Date
				others, product design and development services, product information in the field of product development, research services for the development of new products				
ZYMERGEN	South Korea	Registered	256573	42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	40-2016-0070371	09/08/2016	40-1269685	07/17/2017
 Design	South Korea	Registered	256574	01 Int. microorganisms for scientific or laboratory purposes, microorganisms other than for medical and veterinary use, chemical preparations for analyses in laboratories except for medical or veterinary purposes, chemicals for use in agriculture, horticulture and forestry except for fungicides, herbicides, insecticides and parasiticides, chemicals used in industry and science 05 Int. chemical preparations for analyses in laboratories for medical or veterinary purpose, chemicals for use	40-2016-0070382	09/08/2016	40-1307840	11/28/2017

Trademark Name	Country	Status	B&T Matte r	Classes / Goods	Application Number	Filing Date	Registration Number	Registration Date
				in agriculture, horticulture and forestry for fungicides, herbicides, insecticides and parasiticides 42 Int. research and development in the biotechnology field, product development, data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles				
 STYLIZED Z	South Korea	Registered	28661 0	01 Int. biologically- derived industrial chemicals; engineered microbes for use in the production of industrial chemicals 42 Int. research and development in the biotechnology field; product development; computerized data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	40-2018- 0136120	10/04/201 8	40-1510361	08/14/2019
ZYMERGEN	United Kingdom	Registered	25986 5	35 Int. data automation and collection services in the field of genetics and genome design 42 Int. research and development in the biotechnology field; product development	3193734	10/28/201 6	3193734	03/03/2017

Trademark Name	Country	Status	B&T Matter	Classes / Goods	Application Number	Filing Date	Registration Number	Registration Date
 STYLIZED Z	United Kingdom	Registered	286611	01 Int. biologically derived industrial chemicals; engineered microbes for use in the production of industrial chemicals 35 Int. data collection service using instruments and sensors to collect data in the field of genome design lifecycles 42 Int. research and development in the biotechnology field; product development; data automation service using instruments and sensors to evaluate, analyze data in the field of genome design lifecycles	3341426	09/27/2018	3341426	02/22/2019
ZYMERGEN	United States of America	Registered	244583	42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	86-818312	11/12/2015	4993038	07/05/2016
 Design	United States of America	Registered	253044	42 Int. research and development in the biotechnology field; product development; data automation and collection service using instruments and sensors to evaluate, analyze and collect data in the field of genome design lifecycles	87-003866	04/18/2016	5287226	09/12/2017

Trademark Name	Country	Status	B&T Matter	Classes / Goods	Application Number	Filing Date	Registration Number	Registration Date
HYALIN	United States of America	Pending	PEND	OPTICAL FILMS; CIRCUITRY FILMS; CHEMICAL FILMS FOR USE IN THE ELECTRONICS INDUSTRY	88592102	08/26/2019		08/29/2019
Z	United States of America	Pending	275017	(INT. CL. 1) BIOLOGICALLY-DERIVED INDUSTRIAL CHEMICALS; ENGINEERED MICROBES FOR USE IN THE PRODUCTION OF INDUSTRIAL CHEMICALS (INT. CL. 42) RESEARCH AND DEVELOPMENT IN THE BIOTECHNOLOGY FIELD; PRODUCT DEVELOPMENT; DATA AUTOMATION AND COLLECTION SERVICE USING INSTRUMENTS AND SENSORS TO EVALUATE, ANALYZE AND COLLECT DATA IN THE FIELD OF GENOME DESIGN LIFECYCLES	87787941	02/07/2018		08/21/2019

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