

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM573947

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
XG SCIENCES IP, LLC		04/23/2020	Limited Liability Company: MICHIGAN
XG SCIENCES, INC.		04/23/2020	Corporation: MICHIGAN

RECEIVING PARTY DATA

Name:	XGS COLLATERAL AGENT, LLC
Street Address:	868 102nd Ave, N., Suite 201
City:	Naples
State/Country:	FLORIDA
Postal Code:	34108
Entity Type:	Limited Liability Company: FLORIDA

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	3493218	XGNP
Registration Number:	4001356	XG SCIENCES
Registration Number:	4316435	XG SCIENCES THE MATERIAL DIFFERENCE
Registration Number:	4652615	XG LEAF
Registration Number:	5309271	XG SIG
Registration Number:	5304686	XG TIM
Registration Number:	5183766	GNP
Serial Number:	88642478	XG SCIENCES
Serial Number:	88845192	XG
Serial Number:	88845196	XGCONCRETE
Serial Number:	88845199	XGHDPE
Serial Number:	88845201	XGPET
Serial Number:	88845204	XGPP

CORRESPONDENCE DATA

Fax Number:

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.

Email: valerie.swanson@klgates.com
Correspondent Name: K&L GATES LLP
Address Line 1: P.O. Box 1135
Address Line 4: Chicago, ILLINOIS 60690-1135

ATTORNEY DOCKET NUMBER: 0440795-001

NAME OF SUBMITTER: Donald Bingham

SIGNATURE: /Donald Bingham/

DATE SIGNED: 04/28/2020

Total Attachments: 13

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CONVERTIBLE NOTES INTELLECTUAL PROPERTY SUBORDINATED SECURITY AGREEMENT

Convertible Notes Intellectual Property Subordinated Security Agreement, dated as of April 23, 2020, by XG Sciences IP, LLC, a Michigan limited liability company, of 3101 Grand Oak Drive, Lansing, Michigan 48911 and XG Sciences, Inc., a Michigan corporation (“**XGS**”), of 3101 Grand Oak Drive, Lansing, Michigan 48911 (collectively, “**Debtors**”), in favor of XGS Collateral Agent, LLC, a Florida limited liability company, of 868 102nd Ave, N., Suite 201, Naples, Florida 34108 (“**Secured Party**”) for itself and as agent for the benefit of the holders (together with their successors and assigns, the “**Holders**”) of Units issued by XGS in a private placement commenced on or about April 23, 2020 to certain accredited investors party to one or more Subscription Agreements with XGS and the Secured Party (as amended, modified, supplemented, or restated and in effect from time to time, collectively, the “**Subscription Agreement**”), pursuant to which such investors shall agree to purchase, as a component of the Units, secured, convertible notes (the “**Notes**”) from XGS on the terms and subject to the conditions specified in the Subscription Agreement.

WITNESSETH:

WHEREAS, the Debtors are parties to Convertible Notes Subordinated Security Agreements dated as of April 23, 2020 (the “**Security Agreements**”), in favor of the Secured Party pursuant to which the Debtors are required to execute and deliver this Convertible Notes Intellectual Property Subordinated Security Agreement;

NOW, THEREFORE, in consideration of the premises, the Debtors hereby agree with the Secured Party as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreements and used herein have the meaning given to them in the Security Agreements.

SECTION 2. Grant of Security Interest in Intellectual Property Collateral. The Debtors hereby pledge and grant to the Secured Party a subordinated lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral of the Debtors:

- (a) Patents of Debtors listed on Schedule A attached hereto;
- (b) Trademarks of Debtors listed on Schedule B attached hereto;
- (c) all proceeds of any and all of the foregoing; and
- (d) all future patent and trademark application filings in the United States or any other country, of which Debtors shall notify Secured Party on a regular basis, but no less frequently than annually, and descriptions of which Debtor shall promptly add to Schedule A attached hereto or Schedule B attached hereto, as appropriate.

SECTION 3. Security Agreement. The security interest granted pursuant to this Convertible Notes Intellectual Property Security Agreement is granted in conjunction with the security interest granted to the Secured Party pursuant to the Security Agreements and Debtors hereby acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Patents and Trademarks made and granted hereby are more fully set forth in the Security Agreements, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Convertible Notes Intellectual Property Security Agreement is deemed to conflict with the Security Agreements, the provisions of the Security Agreements shall control unless the Secured Party shall otherwise determine.

SECTION 4. Termination. Upon the payment in full and termination of the Security Agreements, the Secured Party shall execute, acknowledge and deliver to the Debtors an instrument in writing, prepared by the Debtors, in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Patents and Trademarks under this Convertible Notes Intellectual Property Security Agreement.

SECTION 5. Counterparts. This Convertible Notes Intellectual Property Subordinated Security Agreement may be executed in any number of counterparts, all of which constitute one and the same instrument, and any party hereto may execute this Convertible Notes Intellectual Property Subordinated Security Agreement by signing and delivering one or more counterparts.

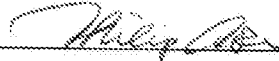
SECTION 6. Governing Law. This Convertible Notes Intellectual Property Subordinated Security Agreement and the transactions contemplated hereby, and all disputes between the parties under or relating to this Convertible Notes Intellectual Property Subordinated Security Agreement or the facts or circumstances leading to its execution, whether in contract, tort or otherwise, shall be construed in accordance with and governed by the laws (including statutes of limitation) of the State of Michigan, without regard to conflict of law principles that would require the application of laws of another jurisdiction.

[Signature page follows.]

IN WITNESS WHEREOF, the Debtors have caused this Convertible Notes Intellectual Property Subordinated Security Agreement to be executed and delivered by its duly authorized officers as of the date first set forth above.

Debtors:

XG SCIENCES IP, LLC

By 

Its CEO

XG SCIENCES, INC.

By 

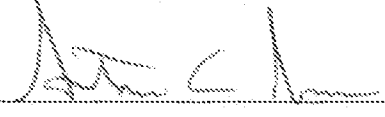
Its CEO

Accepted and Agreed:

Secured Party:

XGS COLLATERAL AGENT, LLC

By



Its

Managing Member

**SCHEDULE A
TO
CONVERTIBLE NOTES INTELLECTUAL PROPERTY SUBORDINATED SECURITY
AGREEMENT**

GRANTED PATENTS AND PATENT APPLICATIONS

(See Attached)

Title	Country	Status	Application Date	Application Number	National Application Date	National Application Number	Grant Date	Grant Number
GRAPHENE NANOPARTICLES AS CONDUCTIVE FILLER FOR RESISTOR MATERIALS AND A METHOD OF PREPARATION	Taiwan	Granted	Apr-08-2014	103112817			Oct-11-2016	1552955
ELECTRODES FOR CAPACITORS FROM MIXED CARBON COMPOSITIONS	United States of America	Granted	Mar-11-2014	14/203,608			Oct-18-2016	9,472,354
FLEXIBLE COMPOSITES CONTAINING GRAPHITE AND FILLERS	United States of America	Pending	Oct-24-2016	15/332,338				
2-DIMENSIONAL THERMAL CONDUCTIVE MATERIALS AND THEIR USE	China	Pending	Oct-07-2016	PCT/US2016/055873	Jun-04-2018	201680070947.7		
2-DIMENSIONAL THERMAL CONDUCTIVE MATERIALS AND THEIR USE	Korea (South)	Pending	Oct-07-2016	PCT/US2016/055873	May-04-2018	10-2018-7012791		
2-DIMENSIONAL THERMAL CONDUCTIVE MATERIALS AND THEIR USE	World Intellectual Property Org. (WIPO)	Pending	Oct-07-2016	PCT/US2016/055873				
2-DIMENSIONAL THERMAL CONDUCTIVE MATERIALS AND THEIR USE	United States of America	Granted	Oct-05-2016	15/285,967			Feb-25-2020	10,568,544
SINGLE MODE MICROWAVE DEVICE FOR PRODUCING EXFOLIATED GRAPHITE	China	Granted	Nov-29-2012	PCT/US2012/066919	Nov-29-2012	201280065778.X	Sep-24-2014	CN104066501
SINGLE MODE MICROWAVE DEVICE FOR PRODUCING EXFOLIATED GRAPHITE	European Patent Office (EPO)	Granted	Nov-29-2012	PCT/US2012/066919	Nov-29-2012	12853818.8	Apr-05-2017	EP2785449
SINGLE MODE MICROWAVE DEVICE FOR PRODUCING EXFOLIATED GRAPHITE	United Kingdom	Granted	Nov-29-2012	12853818.8			Apr-05-2017	EP2785449

Title	Country	Status	Application Date	Application Number	National Application Date	National Application Number	Grant Date	Grant Number
SINGLE MODE MICROWAVE DEVICE FOR PRODUCING EXFOLIATED GRAPHITE	Germany	Granted	Nov-29-2012	12853818.8			Apr-05-2017	DE602012030903.2
SINGLE MODE MICROWAVE DEVICE FOR PRODUCING EXFOLIATED GRAPHITE	Italy	Granted	Nov-29-2012	12853818.8			Apr-05-2017	502017000052802
SINGLE MODE MICROWAVE DEVICE FOR PRODUCING EXFOLIATED GRAPHITE	Japan	Granted	Nov-29-2012	PCT/US2012/066919	Nov-29-2012	2014-544855	Apr-14-2017	6124027
SINGLE MODE MICROWAVE DEVICE FOR PRODUCING EXFOLIATED GRAPHITE	Japan	Granted	Nov-29-2012	2016-187608			Mar-29-2019	6501208
SINGLE MODE MICROWAVE DEVICE FOR PRODUCING EXFOLIATED GRAPHITE	Japan	Granted	Nov-29-2012	2017-53732			Apr-06-2018	6315734
SINGLE MODE MICROWAVE DEVICE FOR PRODUCING EXFOLIATED GRAPHITE	Japan	Granted	Nov-29-2012	2018-055210			May-24-2019	6530098
SINGLE MODE MICROWAVE DEVICE FOR PRODUCING EXFOLIATED GRAPHITE	Korea (South)	Pending	Nov-29-2012	PCT/US2012/066919	Nov-29-2012	10-2014-7017949		
SINGLE MODE MICROWAVE DEVICE FOR PRODUCING EXFOLIATED GRAPHITE (Device)	United States of America	Granted	Nov-28-2012	13/686,961			Sep-12-2017	9,763,287
SINGLE MODE MICROWAVE DEVICE FOR PRODUCING EXFOLIATED GRAPHITE (Method)	United States of America	Granted	Nov-12-2015	14/938,969			Sep-12-2017	9,758,378

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REEL: 006924 FRAME: 0985

Title	Country	Status	Application Date	Application Number	National Application Date	National Application Number	Grant Date	Grant Number
GRAPHENE-BASED COATING ON LEAD GRID FOR LEAD-ACID BATTERIES	China	Pending	Mar-02-2017	PCT/US2017/020323	Sep-03-2018	201780015081.4		
GRAPHENE-BASED COATING ON LEAD GRID FOR LEAD-ACID BATTERIES	Korea (South)	Pending	Mar-02-2017	PCT/US2017/020323	Mar-02-2017	10-2018-7028395		
GRAPHENE-BASED COATING ON LEAD GRID FOR LEAD-ACID BATTERIES	United States of America	Granted	Mar-01-2017	15/446,335			Aug-20-2019	10,388,964
GRAPHENE-BASED COATING ON LEAD GRID FOR LEAD-ACID BATTERIES	United States of America	Pending	Aug-02-2019	16/530,197				
HEAT EXCHANGER ELEMENTS AND DEVICES	United States of America	Pending	Mar-28-2016	15/082,363				
LiF-EMBEDDED SiG POWDER FOR LITHIUM ION BATTERY	China	Pending	Oct-05-2015	201580053935.9	Oct-05-2015	201580053935.9		
LiF-EMBEDDED SiG POWDER FOR LITHIUM ION BATTERY	Korea (South)	Pending	Oct-05-2015	PCT/US2015/053939	Oct-05-2015	10-2017-7011408		
LiF-EMBEDDED SiG POWDER FOR LITHIUM ION BATTERY	United States of America	Pending	Oct-05-2015	PCT/US2015/053939	Apr-06-2017	15/517,417		
CLOUD MIXER AND METHOD OF MINIMIZING AGGLOMERATION OF PARTICULATES	China	Granted	Sep-14-2012	PCT/US2012/055266	Sep-14-2012	201280052188.3	Apr-06-2016	CN103930193
CLOUD MIXER AND METHOD OF MINIMIZING AGGLOMERATION OF PARTICULATES	Korea (South)	Granted	Sep-14-2012	PCT/US2012/055266	Sep-14-2012	10-2014-7009602	Aug-06-2019	10-2010101

Title	Country	Status	Application Date	Application Number	National Application Date	National Application Number	Grant Date	Grant Number
CLOUD MIXER AND METHOD OF MINIMIZING AGGLOMERATION OF PARTICULATES	United States of America	Granted	Sep-12-2012	13/610,934			May-06-2014	8,715,720
CLOUD MIXER AND METHOD OF MINIMIZING AGGLOMERATION OF PARTICULATES	United States of America	Granted	Mar-17-2014	14/215,356			Jun-23-2015	9,061,259
CLOUD MIXER AND METHOD OF MINIMIZING AGGLOMERATION OF PARTICULATES	United States of America	Granted	Mar-09-2015	14/641,662			Feb-23-2016	9,266,078
PROCESS OF DRY MILLING PARTICULATE MATERIALS	China	Granted	May-01-2013	PCT/US2013/038967	May-01-2013	201380025858.7	Aug-05-2019	ZL201380025858.7
PROCESS OF DRY MILLING PARTICULATE MATERIALS	European Patent Office (EPO)	Pending	May-01-2013	PCT/US2013/038967	May-01-2013	20130790097.2		
PROCESS OF DRY MILLING PARTICULATE MATERIALS	Japan	Granted	May-01-2013	PCT/US2013/038967	May-01-2013	2015-512666	Nov-22-2019	6618800
PROCESS OF DRY MILLING PARTICULATE MATERIALS	Korea (South)	Pending	May-01-2013	PCT/US2013/038967	May-01-2013	10-2014-7032292		
PROCESS OF DRY MILLING PARTICULATE MATERIALS	Taiwan	Granted	May-14-2013	102117000			Jul-01-2017	IS89524
PROCESS OF DRY MILLING PARTICULATE MATERIALS	United States of America	Granted	May-16-2016	15/155,158			Mar-19-2019	10,232,377
AN APPARATUS FOR MECHANICAL EXFOLIATION OF PARTICULATE MATERIALS	China	Granted	Mar-18-2013	PCT/US2013/032741	Mar-18-2013	201380017776.8	Dec-14-2016	CN104334279
MECHANICAL EXFOLIATION APPARATUS	China	Granted	Mar-18-2013	201610297469.5			Jun-04-2019	ZL201610297469.5

Title	Country	Status	Application Date	Application Number	National Application Date	National Application Number	Grant Date	Grant Number
AN APPARATUS FOR MECHANICAL EXFOLIATION OF PARTICULATE MATERIALS	European Patent Office (EPO)	Pending	Mar-18-2013	PCT/US2013/032741	Mar-18-2013	130770399-7		
MECHANICAL EXFOLIATION APPARATUS	Japan	Granted	Mar-18-2013	PCT/US2013/032741	Mar-18-2013	20150503353	Jun-08-2018	6348104
MECHANICAL EXFOLIATION APPARATUS	Japan	Pending	Apr-17-2018	2018-079392				
AN APPARATUS FOR MECHANICAL EXFOLIATION OF PARTICULATE MATERIALS	Korea (South)	Granted	Mar-18-2013	PCT/US2013/032741	Mar-18-2013	10-2014-7026938	Dec-03-2019	10-2054024
MECHANICAL EXFOLIATION APPARATUS	Taiwan	Granted	Mar-20-2013	102109843			Jul-01-2018	1628045
AN APPARATUS FOR MECHANICAL EXFOLIATION OF PARTICULATE MATERIALS	United States of America	Granted	Mar-30-2012	13/435,260			Dec-08-2015	9,206,051
APPARATUS FOR MECHANICAL EXFOLIATION OF PARTICULATE MATERIALS	United States of America	Granted	Nov-03-2015	14/931,236			May-21-2019	10,293,343
MECHANICAL EXFOLIATION APPARATUS	United States of America	Granted	Nov-17-2015	14/943,250			Jun-20-2017	9,682,380
APPARATUS FOR MECHANICAL EXFOLIATION OF PARTICULATE MATERIALS	United States of America	Granted	Feb-02-2016	15/013,028			May-28-2019	10,300,492
MECHANICAL EXFOLIATION APPARATUS	United States of America	Granted	Feb-23-2016	15/050,496			Aug-20-2019	10,384,211
MECHANICAL EXFOLIATION APPARATUS	United States of America	Granted	Feb-19-2016	15/047,995			Sep-25-2018	10,081,018
PROCESS OF FORMING A COMPOSITION WITH AN APPARATUS FOR MECHANICAL EXFOLIATION OF PARTICULATE MATERIALS	United States of America	Granted	Feb-09-2016	15/018,885			Jun-18-2019	10,322,415

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REEL: 006924 FRAME: 0988

Title	Country	Status	Application Date	Application Number	National Application Date	National Application Number	Grant Date	Grant Number
CAM ASSEMBLY COMPRISING CYLINDRICAL HOUSING	United States of America	Granted	Feb-23-2016	15/050,517			Jan-29-2019	10,189,025
SILICON-GRAPHENE NANOCOMPOSITES FOR ELECTROCHEMICAL APPLICATIONS	European Patent Office (EPO)	Granted	Nov-13-2014	PCT/US2014/065459	Nov-13-2014	20140861458.9	Mar-13-2019	EP3069398
SILICON-GRAPHENE NANOCOMPOSITES FOR ELECTROCHEMICAL APPLICATIONS	Germany	Granted	Nov-13-2014	PCT/US2014/065459			Mar-13-2019	DE602014043023.6
SILICON-GRAPHENE NANOCOMPOSITES FOR ELECTROCHEMICAL APPLICATIONS	Korea (South)	Pending	Nov-13-2014	PCT/US2014/065459	Nov-13-2014	10-2016-7015357		
SILICON-GRAPHENE NANOCOMPOSITES FOR ELECTROCHEMICAL APPLICATIONS	United Kingdom	Granted	Nov-13-2014	PCT/US2014/065459			Mar-13-2019	EP3069398
SILICON-GRAPHENE NANOCOMPOSITES FOR ELECTROCHEMICAL APPLICATIONS	United States of America	Granted	Nov-13-2013	14/079,057			Sep-18-2018	10,079,389
SPHERICAL POLYMERIC PARTICLE CONTAINING GRAPHENE NANOPLAQUELETS AS THREE DIMENSIONAL PRINTING PRECURSOR	United States of America	Pending	Oct-30-2019	16/668,564				
SILICON/GRAPHENE COMPOSITE ANODE MATERIAL AND METHOD TO MANUFACTURE THE SAME	World Intellectual Property Org. (WIPO)	Pending	Jan-21-2020	PCT/US2020/014311				
GRAPHENE COATED PARTICULATE	World Intellectual Property Org. (WIPO)	Pending	Oct-15-2019	PCT/US2019/056342				
PROCESS FOR IN-SITU FUNCTIONALIZATION OF GRAPHENE	United States of America	Pending	May-23-2019	62/851,774				

TRADEMARK

REEL: 006924 FRAME: 0989

Title	Country	Status	Application Date	Application Number	National Application Date	National Application Number	Grant Date	Grant Number
Process for manufacturing graphene-PET composite with controlled intrinsic viscosity	United States of America	Pending	Aug-26-2019	62/891,524				
MELT-COMPOUNDED POLYAMIDE GRAPHENE COMPOSITES	United States of America	Pending	Oct-11-2019	62/913,897				
Graphene reinforced hybrid composites	United States of America	Pending	Aug-22-2019	62/890,418				
Graphene-Modified Polymeric Foams	United States of America	Pending	Oct-01-2019	62/908,657				
MODIFIED GRAPHENE AND GRAPHENE NANOPLATELET FOR ANTI-CORROSION COATINGS	United States of America	Pending	Feb-03-2020	62/969,271				
GRAPHENE-BASED LUBRICANT ADDITIVES AND LUBRICANTS	United States of America	Pending	Feb-20-2020	62/978,970				
GRAPHENE-MODIFIED POLYMERIC FOAM AND ARTICLES MADE THEREOF	United States of America	Pending	Feb-17-2020	62/977,535				

**SCHEDULE B
TO
CONVERTIBLE NOTES INTELLECTUAL PROPERTY SUBORDINATED SECURITY
AGREEMENT**

REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS

Registered Trademarks

Mark	Registration Number/Date	Renewal Due Date	Renewal Completed
xGnP	3,493,218 08/26/2008	2014/08/26 S8N15 2018/08/26 10-year 2028/08/26 20-year	2014/06/27 2017/11/21
	4,001,356 07/26/2011	2017/07/26 S8N15 2021/07/26 10-year 2031/07/26 20-year	2017/04/17
	4,316,435 04/09/2013	2019/04/09 S8N15 2023/04/09 10-year 2033/04/09 20-year	Abandoned
XG Leaf	4,652,614 12/09/2014	2020/12/09 S8N15 2024/12/09 10-year 2034/12/09 20-year	
XG SIG	5,309,271 10/17/2017	2023/10/17 S8N15 2027/10/17 10-year 2037/10/17 20-year	
XG TIM	5,304,686 10/10/2017	2023/10/10 S8N15 2027/10/10 10-year 2037/10/10 20-year	
GnP (supplemental register)	5,183,766 04/11/2017	2023/04/11 S8N15 2027/04/11 10-year 2037/04/11 20-year	

Trademark Applications

Mark	Application Serial Number/Filing date	Status
XG Sciences (word)	88642478 10/04/2019	Awaiting receipt of registration certificate.
XG	88845192 03/24/2020	Awaiting review by trademark examiner.
XGConcrete	8845196 03/24/2020	Awaiting review by trademark examiner.
XGHDPE	8845199 03/24/2020	Awaiting review by trademark examiner.
XGPET	8845201 03/24/2020	Awaiting review by trademark examiner.
XGPP	88845204 03/24/2020	Awaiting review by trademark examiner.