

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM577531

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Magic Leap, Inc.		05/21/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Citibank, N.A., as Collateral Agent		
Street Address:	388 Greenwich Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10013		
Entity Type:	National Banking Association: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	88879017		
Serial Number:	88650705	PANCAKE PALS	
Serial Number:	88638058	REALITY IS JUST BEGINNING	
Serial Number:	88617635	THE LAST LIGHT	
Serial Number:	88877053		
Serial Number:	88725374	MAGIC LEAP 1	
CORRESPONDENCE DATA			
Fax Number:	4156932222		
<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:	4156932000		
Email:	crhem@cooley.com		
Correspondent Name:	Cooley LLP		
Address Line 1:	101 California Street, 5th Floor		
Address Line 4:	San Francisco, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	328560-205		
NAME OF SUBMITTER:	C. Rhem		
SIGNATURE:	/CR/		
DATE SIGNED:	05/21/2020		

CH \$165.00 88879017

Total Attachments: 6

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SUPPLEMENT NO. 1 TO THE TRADEMARK SECURITY AGREEMENT, dated as of May 21, 2020 (this “Supplement No. 1 to the Trademark Security Agreement” or this “Agreement”), TO THE TRADEMARK SECURITY AGREEMENT (as defined below) among Magic Leap, Inc. (the “Grantor”) and Citibank, N.A. (as successor-in-interest to JPMorgan Chase Bank N.A.), as Collateral Agent (in such capacity, together with its successors and assigns, the “Collateral Agent”).

WHEREAS, the Grantor has acquired or created additional Trademarks since the date of execution of the Trademark Security Agreement;

WHEREAS, Schedule 1 to the Trademark Security Agreement does not reflect all Trademarks acquired or created by the Grantor since the date of execution of the Trademark Security Agreement; and

WHEREAS, reference is made to (i) the Amended and Restated Collateral Agreement dated as of May 21, 2020 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among the Company, the other grantors from time to time party thereto and the Collateral Agent and (ii) that certain Trademark Security Agreement, dated as of August 20, 2019, among Grantor, Molecular Imprints, Inc., and JPMorgan Chase Bank N.A., as collateral agent (the “Trademark Security Agreement”).

NOW, THEREFORE, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Supplement No. 1 to the Trademark Security Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in the Collateral Agreement also apply to this Supplement No. 1 to the Trademark Security Agreement, mutatis mutandis.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of all Secured Obligations, the Grantor hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest (the “Security Interest”) in all of the Grantor’s right, title and interest in, to and under the Trademarks, including the registrations and applications thereof listed on Schedule I (the “Trademark Collateral”).

SECTION 3. Collateral Agreement. The Security Interest granted to the Collateral Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Collateral Agent pursuant to the Collateral Agreement and the Trademark Security Agreement. The Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Supplement No. 1 to the Trademark Security Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. Counterparts. This Supplement No. 1 to the Trademark Security Agreement may be executed in counterparts (and by different parties hereto on 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 signature page to this Supplement No. 1 to the Trademark Security Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Supplement No. 1 to the Trademark Security Agreement.

SECTION 5. GOVERNING LAW. THIS SUPPLEMENT NO. 1 TO THE TRADEMARK SECURITY AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF NEW YORK.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement
as of the day and year first above written.

MAGIC LEAP, INC.

By: 

Name: Rony Abovitz

Title: Chief Executive Officer

[Signature Page to Trademark Security Agreement]

MOLECULAR IMPRINTS, INC.

By: 

Name: Rony Abovitz

Title: Chief Executive Officer and President



[Signature Page to Trademark Security Agreement]

CITIBANK, N.A., as Collateral Agent,

By: 
Name: Miriam Molina
Title: Senior Trust Officer

Schedule I

US Trademark Registrations and Published Trademark Applications

Trademark	Serial / Application Number
Outfit Icon 	88879017
PANCAKE PALS	88650705
REALITY IS JUST BEGINNING	88638058
THE LAST LIGHT	88617635
Zero Iteration Icon 	88877053
MAGIC LEAP 1	88725374