

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM581675

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TULIP.IO INC.		06/11/2020	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	Pacific Western Bank		
Street Address:	406 Blackwell Street		
Internal Address:	Suite 240		
City:	Durham		
State/Country:	NORTH CAROLINA		
Postal Code:	27701		
Entity Type:	Chartered Bank: CALIFORNIA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4845679	TULIP	
Registration Number:	6016196	TULIP	
Registration Number:	6016197	TULIP & TULIP DESIGN	
Registration Number:	5778354	TULIP RETAIL	
Registration Number:	5784495	TULIP RETAIL	
CORRESPONDENCE DATA			
Fax Number:	3128767934		
<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:	3128768000		
Email:	angelica.pogson@dentons.com		
Correspondent Name:	Dentons US LLP		
Address Line 1:	P.O. Box #061080		
Address Line 2:	Wacker Drive Station, Willis Tower		
Address Line 4:	Chicago, ILLINOIS 60606		
NAME OF SUBMITTER:	Samuel Fifer		
SIGNATURE:	/Samuel Fifer/		
DATE SIGNED:	06/17/2020		

OP \$140.00 4845679

Total Attachments: 8

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

Reference is made to that certain Loan and Security Agreement (as amended from time to time, the "Loan Agreement") entered into as of March 14, 2017 by and between PACIFIC WESTERN BANK, a California state chartered bank (the "Bank") and TULIP.IO INC., a Canadian corporation (the "Borrower").

This Intellectual Property Security Agreement is entered into as of June 11, 2020 by and between the Bank and the Borrower.

RECITALS

A. The Bank has agreed to make certain advances of money and to extend certain financial accommodations to the Borrower (the "Loans") in the amounts and manner set forth in the Loan Agreement. The Bank is willing to make the Loans to the Borrower, but only upon the condition, among others, that the Borrower grant to the Bank a security interest in certain copyrights, trademarks and patents to secure the obligations of the Borrower under the Loan Agreement.

B. Pursuant to the terms of the security agreement dated March 14, 2017 (as same may be amended, modified or supplemented from time to time (the "Security Agreement"); capitalized terms used herein are used as defined in the Security Agreement), the Borrower has granted to the Bank a security interest in all of the Borrower'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, the 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 and all other agreements now existing or hereafter arising between the Borrower and the Bank, the Borrower hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between the Borrower and the Bank, the Borrower grants and pledges to the Bank a security interest in all of the Borrower's right, title and interest in, to and under its Intellectual Property Collateral (including without limitation those copyrights, patents and trademarks listed on Exhibits A, B and C hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to the Bank under the Security Agreement. The rights and remedies of the Bank with respect to the security interest granted hereby are in addition to those set forth in the Security Agreement, and those which are now or hereafter available to the Bank as a matter of law or equity. Each right, power and remedy of the Bank provided for herein or in the Loan Agreement, the Security Agreement or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by the Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement, the Security

Agreement or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including the Bank, of any or all other rights, powers or remedies.

The Borrower represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which the Borrower has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office or the Canadian Intellectual Property Office, as applicable.

This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

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 date written above.

BORROWER:

Address of Borrower:

1 York Street, Suite 1501
Toronto, ON M5J 0B6

Attn: Chief Executive Officer

TULIP.IO INC.

By:



Title:

ALI ASARIA, CEO

THE BANK:

Address of The Bank:

406 Blackwell Street, Suite 240
Durham, NC 27701

Attn: Manager

PACIFIC WESTERN BANK

By:



Title:

Adam Glick, SVP

EXHIBIT A

Copyrights

None.

EXHIBIT B

Patents

CANADIAN PATENTS

No.	Patent	Patent No.	Status	Security interests recorded
1	Order Processing Systems Using Picking Robots	CA2816752	In Good Standing Filed 28-MAY-2913 Next maintenance due 28-MAY-2020	None
2	Systems and Methods for Transmitting and Rendering 3D Visualizations over a Network	CA2809549	Dead - Failure to Request Examination -14-MAR-2019 Filed 14-MAR-2913	None

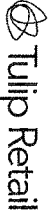
U.S. PATENTS

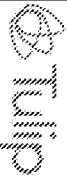
Case Features	CatchWord	Application No.	Application Date	Priority No	Priority Date	Registration No.	Registration Date
Continuation	ORDER PROCESSING SYSTEMS USING PICKING ROBOTS	15/650188	JUL 14, 2017	13/903361	May 28, 2013	10489870	Nov 26, 2019
Continuation	ORDER PROCESSING SYSTEMS USING PICKING ROBOTS	16/658644	Oct 21, 2019	13/903361	May 28, 2013		

EXHIBIT C

Trademarks

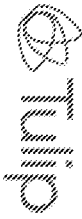
CANADIAN TRADEMARKS


No.	Trademark	Status/App, Reg. Date & No.	Goods and Services	Security interests recorded
1	CUPBOARDS	Registered App 20-NOV-2012 App 1603264 Reg 20-NOV-2015 Reg TMA920844	(1) computer software, namely, software for generating customized lists of products for purchase on-line (1) computerized on-line interactive service that enables users to generate customized lists of products for purchase on-line	Security Agreement Placed on File July 22, 2013 In favour of Comerica Bank To be discharged within 120 days of closing
2	TULIP RETAIL	Registered App 14-DEC-2016 App 1814230 Reg 23-JAN-2019 Reg TMA1013680	(1) Computer software and software platforms for providing product knowledge, namely, information about products for sale, and for providing checkout transactions and cash drawer management, clientele relationship management, and store operations management, in the field of retail sales. (1) Software as a service (SAAS) services featuring software and software platforms for providing product knowledge, namely, information about products for sale, and for providing checkout transactions and cash drawer management, clientele relationship management, and store operations management, in the field of retail sales.	None
3	TULIP RETAIL & Tulip Design 	Registered App 14-DEC-2016 App 1814234 Reg 23-JAN-2019 Reg TMA1013667	(1) Computer software and software platforms for providing product knowledge, namely, information about products for sale, and for providing checkout transactions and cash drawer management, clientele relationship management, and store operations management, in the field of retail sales. (1) Software as a service (SAAS) services featuring software and software platforms for providing product knowledge, namely, information about products for sale, and for providing checkout	None

No.	Trademark	Status/App, Reg. Date & No.	Goods and Services	Security interests recorded
4	TULIP	Pending App 29-JUN-2018 App 1907074	(1) Software as a service (SAAS) services featuring a mobile platform for developing applications and integrating legacy systems and a suite of mobile applications for front line workers to look up product information, manage customer information, check out shoppers, accept payment, manage tasks and communicate with customers	None
5	TULIP & Design 	Pending App 29-JUN-2018 App 1907047	(1) Software as a service (SAAS) services featuring a mobile platform for developing applications and integrating legacy systems and a suite of mobile applications for front line workers to look up product information, manage customer information, check out shoppers, accept payment, manage tasks and communicate with customers	None
6	LiveConnect	Pending App 16-DEC-2019 App 2001388	(1) Downloadable computer software for enabling retail sales associates to communicate with customers through social media and other channels	None

U.S. TRADEMARKS

No.	Trademark	Jurisdiction	Status/App, Reg. Date & No.	Goods and Services	Security interests recorded
1	Tulip	US	Registered App 86580725 Reg03-NOV-2015	(42) - developing computer software	
2	Tulip	US	Registered App 19-JUL-2018 App 89044581	(42) - software as a service (SAAS) services featuring a mobile platform for developing applications and integrating legacy systems and a suite of mobile applications for front line	

No.	Trademark	Jurisdiction	Status/App, Reg. Date & No.	Goods and Services	Security interests recorded
3	Tulip and Tulip Design 	US	Registered App 19-JUL-2018 App 88044626 Reg 24-MAR-2020 Reg 6016197	workers to look up product information, manage customer information, check out shoppers, accept payment, manage tasks and communicate with customers (42) - software as a service (SAAS) services featuring a mobile platform for developing applications and integrating legacy systems and a suite of mobile applications for front line workers to look up product information, manage customer information, check out shoppers, accept payment, manage tasks and communicate with customers	
4	TULIP RETAIL	US	Registered App 13-JAN-2017 App 87/30125 Reg 18-JUN-2019 Reg 5778354	"(09) - computer software and software platforms for providing product knowledge, namely, information about products for sale, and for providing checkout transactions and cash drawer management, clientele relationship management, and store operations management, all in the field of retail sales (42) - Software as a service (SAAS) services featuring software and software platforms for providing product knowledge, namely, information about products for sale, and for providing checkout transactions and cash drawer management, clientele relationship management, and store operations management, all in the field of retail sales"	
5	TULIP RETAIL and Tulip design	US	Registered	"(09) - Computer software for providing product knowledge,	

No.	Trademark	Jurisdiction	Status/App, Reg. Date & No.	Goods and Services	Security interests recorded
			<p>App 13-JAN-2017 App 87/301219 Reg 25-JUN-2019 Reg 5784495</p>	<p>namely, information about products for sale, and for providing checkout transactions and cash drawer management, clientele relationship management, and store operators management, all in the field of retail sales</p> <p>(42) - Software as a service (SAAS) services featuring software and software platforms for providing product knowledge, namely, information about products for sale, and for providing checkout transactions and cash drawer management, clientele relationship management, and store operators management, all in the field of retail sales;</p>	