

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM582899

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	Amended & Reinstated Security Interest through Foreclosure
RESUBMIT DOCUMENT ID:	900549114
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Boosted, Inc.		03/17/2020	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Ocean II PLO LLC
Street Address:	3555 ALAMEDA DE LAS PULGAS, SUITE 205
City:	MENLO PARK
State/Country:	CALIFORNIA
Postal Code:	94025
Entity Type:	Limited Liability Company: CALIFORNIA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	5425205	BOOSTED
Registration Number:	5425204	BOOSTED
Registration Number:	5396610	BOOSTED BOARDS
Serial Number:	88274116	BOOSTED
Registration Number:	5747113	BOOSTED MINI
Serial Number:	88240224	OWN YOUR COMMUTE
Registration Number:	5752816	STEALTH

CORRESPONDENCE DATA

Fax Number: 3125548015

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.

Phone: 312 554-8000

Email: pb@pattishall.com

Correspondent Name: Phillip Barengolts

Address Line 1: 200 South Wacker Drive, Suite 2900

Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	03509-1
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NAME OF SUBMITTER:	Phillip Barengolts
SIGNATURE:	/Phil Barengolts/
DATE SIGNED:	06/24/2020
Total Attachments: 6 source=Foreclosure Sale Agreement - REDACTED#page1.tif source=Foreclosure Sale Agreement - REDACTED#page2.tif source=Foreclosure Sale Agreement - REDACTED#page3.tif source=Foreclosure Sale Agreement - REDACTED#page4.tif source=Foreclosure Sale Agreement - REDACTED#page5.tif source=Foreclosure Sale Agreement - REDACTED#page6.tif	

FORECLOSURE SALE AGREEMENT

This Foreclosure Sale Agreement (the “**Agreement**”) is made and entered into as of March 17, 2020, by and among Ocean II PLO LLC, a California limited liability company (“**Secured Party**”), and Neutron Holdings, Inc. dba Lime, a Delaware corporation (“**Buyer**” and together with the Debtor, the “**Parties**” and individually, a “**Party**”).

RECITALS

A. Boosted, Inc., a Delaware corporation (“**Debtor**”) executed that certain Loan and Security Agreement dated as of May 6, 2019 with Secured Party and various lenders party thereto (“**Lenders**”), as such agreement has been amended from time to time (the “**Credit Agreement**”), under which, among other things, the Secured Party was granted a first priority continuing security interest for itself and for the benefit of Lenders in all assets of the Debtor (the “**Collateral**”).

B. On May 6, 2019, Secured Party perfected its security interest in the Collateral by filing a UCC-1 financing statement with the Delaware Secretary of State, bearing filing number 20193144743, as amended from time to time.

C. Debtor executed that certain Secured Note Purchase Agreement dated as of October 21, 2019 with Khosla Ventures (CF) IV, L.P., Khosla Ventures IV, L.P. and Activate Capital Partners, L.P. (collectively, the “**October Lenders**”), as such agreement has been amended from time to time (the “**October Loan**”).

D. Debtor executed that certain Secured Note Purchase Agreement dated as of February 13, 2020, with Khosla Ventures (CF) IV and L.P., Khosla Ventures IV, L.P. (collectively, the “**February Lenders**”), as such agreement has been amended from time to time (the “**February Loan**”).

E. On October 21, 2019, Secured Party, Lenders and October Lenders entered into that certain Intercreditor Agreement, as such agreement was amended and restated as of February 13, 2020 (the “**ICA**”), which establishes a priority of the security interests of Secured Party, the October Lenders and the February Lenders, and authorizes Secured Party to conduct a foreclosure sale of the Collateral.

F. On March 4, 2020, Secured Creditor Lender delivered by email, and on March 5, 2020, Secured Creditor deposited in overnight mail, a Notice of Disposition (the “**Notice of Sale**”) to the Debtor and all other persons in accordance with Section 9-611 of the California Uniform Commercial Code (the “**UCC**”). By the Notice of Sale, the Secured Creditor informed the Debtor and the other parties that the Secured Creditor would conduct a foreclosure sale for the Collateral pursuant to Article 9 of the UCC (the “**Foreclosure Sale**”). The Notice of Sale was also published in San Francisco Business Time and the Silicon Valley Business Journal on March 6, 2020.

G. On March 17, 2020, Secured Creditor conducted the Foreclosure Sale. Present at the Foreclosure Sale were the Lender, Buyer and other persons.

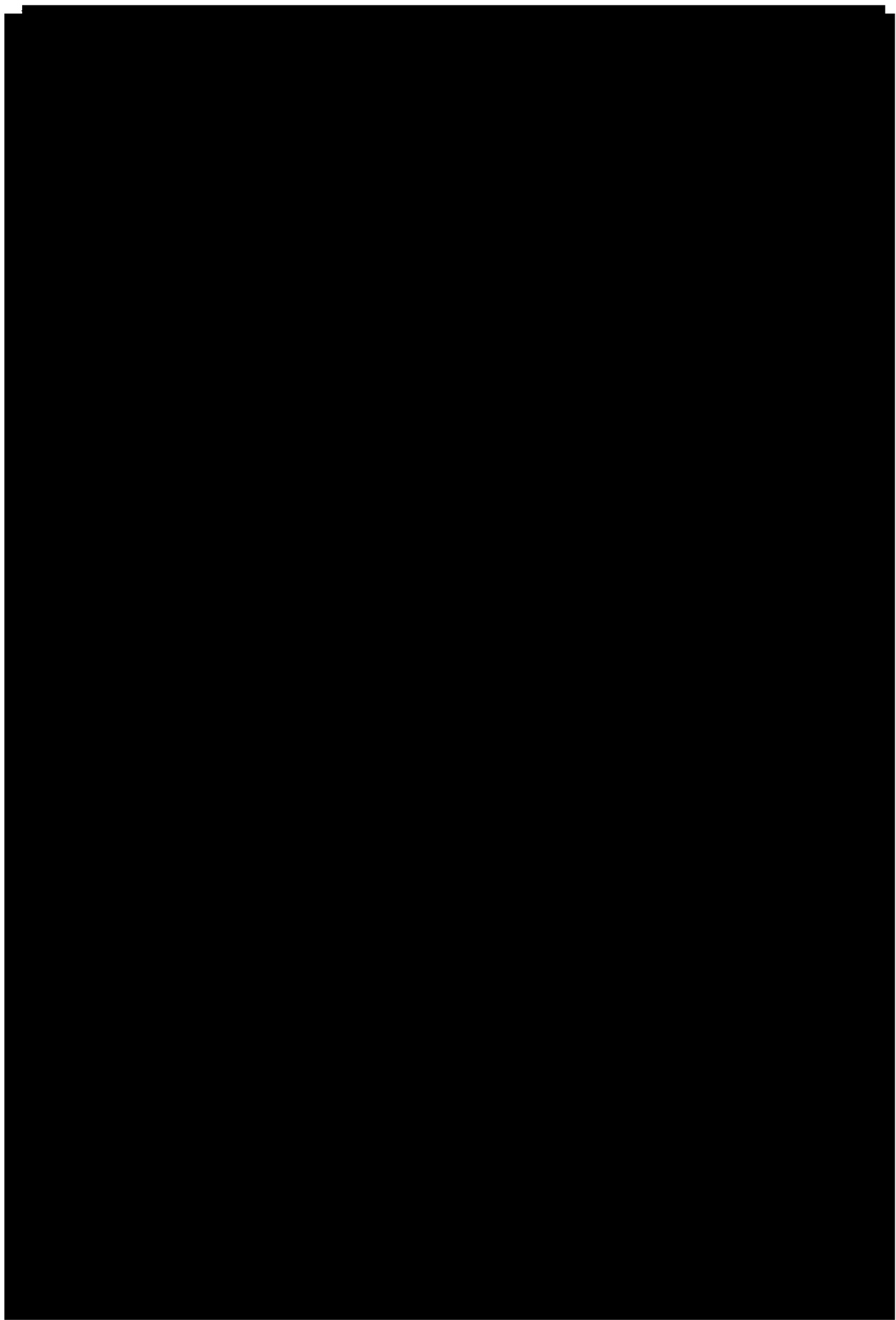
H. At the Foreclosure Sale, the Buyer submitted, and Secured Creditor accepted, a winning bid (the “**Winning Bid**”) in the form of 61,855,970 shares of Buyer’s common stock (the “**Winning Bid**”) for all the Collateral listed on Exhibit A, hereto (the “**Purchased Assets**”).

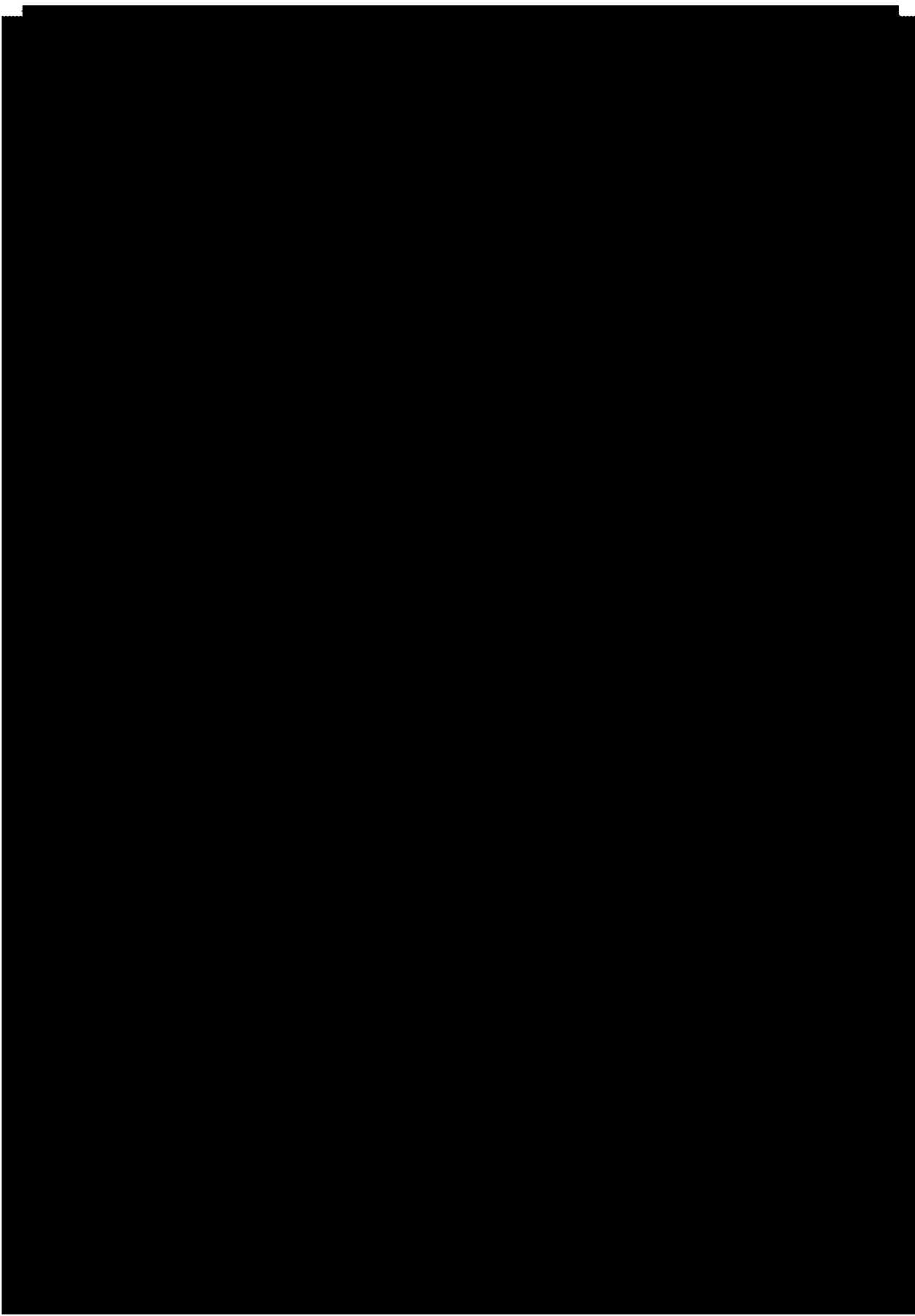
AGREEMENT

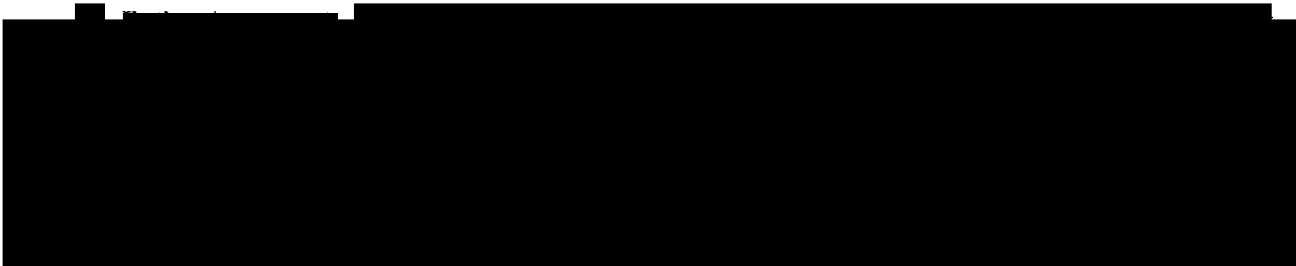
NOW THEREFORE, in consideration of the foregoing, and other good and valuable consideration as described herein, the Buyer and Secured Party agree as follows:

1. **Incorporation of Recitals.** All of the statements contained in the Recitals above are an integral part of this Agreement, are being relied upon by Buyer in purchasing, and Secured Party in selling, the Purchased Assets pursuant to this Agreement, and are hereby incorporated herein by reference.

2. **Purchase and Sale of Assets.** Secured Creditor sold to Buyer the Purchased Assets pursuant to the authority granted to Secured Creditor pursuant to Section 9611 of the UCC pursuant to a public disposition, pursuant to which in consideration of the Winning Bid, sold, transferred, assigned, conveyed and granted to Buyer all right, title and interest in and to the Purchased Assets, free and clear of all liens, claims or encumbrances, including without limitation, pursuant to Section 9-611 of the UCC, the perfected security interests of Secured Party, the October Lenders and the February Lenders. [REDACTED]





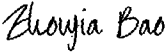


IN WITNESS WHEREOF, the Parties have caused this Agreement to be duly executed and delivered as of March 17, 2020.

Buyer:

Neutron Holdings, Inc.

DocuSigned by:



By: Zhoujia Bao

Title: Chief Executive Officer

Secured Party:

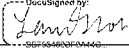
Ocean II PLO, LLC,

a California limited liability company

By: Structural Capital Management Company II, LP,

a Delaware limited partnership

its Manager

By: 

Name: Lawrence Gross

Title: General Partner

Exhibit A

U.S. AND NON U.S. TRADEMARK APPLICATIONS AND REGISTRATIONS

Trademark	Application and/or Registration Number	Application or Registration Date	Country
BOOSTED	5,425,205	March 13, 2018	USA
BOOSTED	5,425,204	March 13, 2018	USA
BOOSTED BOARDS	5,396,610	February 6, 2018	USA
BOOSTED	88/274,116	January 24, 2019	USA
BOOSTED MINI	87/853,555 5,747,113	March 28, 2018 May 7, 2019	USA
OWN YOUR COMMUTE	88/240,224	December 22, 2018	USA
STEALTH	87/853,551 5,752,816	March 28, 2018 May 14, 2019	USA
BOOSTED	1865196	January 1, 2018	Australia
BOOSTED	016848553	October 6, 2017	European Community
BOOSTED	304810879	January 23, 2019	Hong Kong
BOOSTED	1073564	October 30, 2018	New Zealand