

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM608958

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Electronic Systems Software Solutions Inc.		11/13/2020	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	National Bank of Canada		
Street Address:	130 King Street W.		
Internal Address:	Suite 3200		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5X 1J9		
Entity Type:	Chartered Bank: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86826265	ZONE TV	
Serial Number:	86826262	ZONETV	
CORRESPONDENCE DATA			
Fax Number:	6137839690		
<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:	6137839644		
Email:	anna.clark@dentons.com		
Correspondent Name:	Anna-Lynn Clark		
Address Line 1:	Dentons Canada LLP		
Address Line 2:	99 Bank Street, Suite 1420		
Address Line 4:	Ottawa, ONTARIO K1P 1H4		
NAME OF SUBMITTER:	Anna Clark		
SIGNATURE:	/Anna Clark/		
DATE SIGNED:	11/16/2020		
Total Attachments: 8			
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, restated, supplemented or otherwise modified from time to time, this "Agreement") is entered into as of November 13, 2020, by ELECTRONIC SYSTEMS SOFTWARE SOLUTIONS INC., an Ontario corporation having an office at 1795 Ironstone Manor, Suite 4, Pickering, Ontario, L1W 3W9 ("Grantor"), in favor of NATIONAL BANK OF CANADA, a Canadian chartered bank having an office at 130 King Street W., Suite 3200, Toronto, Ontario M5X 1J9 ("Bank").

RECITALS

A. Bank and Grantor are entering into that certain General Security Agreement dated the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "**Security Agreement**"; capitalized terms used herein and not otherwise defined herein shall have the meanings set forth in the Security Agreement).

B. Grantor's execution and delivery of this Agreement is a condition to the effectiveness of the Offer of Financing.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Grantor hereby agrees as follows:

AGREEMENT

1. Grantor hereby unconditionally grants, assigns, and pledges to Bank, to secure the Obligations, a continuing lien and security interest in Grantor's right, title, and interest in and to the following, whether now owned or hereafter acquired or arising and wherever located (collectively, the "Intellectual Property"):

a. any and all copyright rights, copyright applications, copyright registrations and like protections of Grantor in each work of authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret (collectively, the "Copyrights");

b. all patents, patent applications and like protections of Grantor including improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same and all rights therein provided by international treaties or conventions (collectively, the "Patents");

c. any trademark and servicemark rights of Grantor, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business connected with and symbolized by such trademarks (collectively, the "Trademarks");

d. any and all trade secrets and trade secret rights, including any rights to unpatented inventions, know-how, operating manuals;

e. any and all source code;

f. any and all design rights which may be available to Grantor;

g. any and all claims for damages by way of past, present and future infringement of any of the foregoing, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the Intellectual Property rights identified above; and

h. all amendments, renewals and extensions of any of the Copyrights, the Trademarks or the Patents.

2. Grantor hereby confirms that the attached schedules of Grantor's Copyright, Patent and Trademark applications and registrations that are registered or filed with the United States Patent and Trademark Office or the United States Copyright Office, as applicable, attached hereto as Exhibits A, B and C hereto, respectively, are complete and accurate as of the date hereof.

3. Grantor hereby authorizes Bank to (a) modify this Agreement unilaterally by amending the Exhibits to this Agreement to include any Intellectual Property registered or filed with the United States Patent and Trademark Office or the United States Copyright Office, as applicable, which Grantor obtains subsequent to the date of this Agreement, and (b) file a duplicate of this Agreement containing amended exhibits reflecting such new Intellectual Property.

4. Grantor will be entitled to a discharge of this Agreement upon written request by Grantor and full payment, performance and satisfaction of the Obligations and expiration or termination of any and all commitments of Bank to provide loans and other financial accommodations to Electronic Systems Software Solutions Inc.. No discharge will be effective unless in writing and executed by Bank.

5. This Agreement may be executed in any number of counterparts and by different parties on separate counterparts, each of which, when executed and delivered, is an original, and all taken together, constitute one Agreement. Delivery of an executed counterpart of a signature page of this Agreement by electronic means shall be effective as delivery of an original executed counterpart of this Agreement. The words "execution," "signed," "signature" and words of like import in this Agreement shall be deemed to include electronic signatures or the keeping of records in electronic form, each of which shall be of the same legal effect, validity and enforceability as a manually executed signature or the use of a paper-based recordkeeping systems, as the case may be, to the extent and as provided for in any Applicable Law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York Uniform Electronic Transactions Act, or any other similar state laws based on the Uniform Electronic Transactions Act.

6. This Agreement shall be governed by, and construed in accordance with, the laws of the Province of Ontario and the federal laws of Canada applicable therein.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have duly executed this Intellectual Property Security Agreement as of the first date written above.

GRANTOR:

ELECTRONIC SYSTEMS SOFTWARE SOLUTIONS
INC.


By: 
Name: Douglas J. Edwards
Title: Executive Chairman

EXHIBIT A

COPYRIGHTS

None.


EXHIBIT B

PATENTS

Ref.	Patent	Patent No.	Owner Information	Status
1	TEXT ENTRY DEVICE AND METHOD	9,063,642	Electronic Systems Software Solutions Inc.	Issued June 23, 2015

EXHIBIT C

TRADEMARKS

Ref.	Mark/SN/RN	Status/Key Dates	Owner Information	Goods/Services
1	<p><u>ZONE TV and Design</u></p>  <p>SN: 86826265</p>	<p>Pending</p> <p>Filed: November 19, 2015</p>	<p>Electronic Systems Software Solutions Inc. (Canada Corp.) Suite 4 1795 Ironstone Manor Pickering, Ontario L1w3w9 Canada</p>	<p>(Int'l Class: 09) downloadable application software to permit consumers to use set-top-boxes (stb), mobile phones, pda's, personal computers and personal communication devices, for uploading, downloading, publishing, streaming, sequential viewing, viewing, previewing, and manipulating videos, programs, and audio content originating from multiple types of recording, playing, and storage apparatus on local, wide-area and global communications networks to allow such consumers to create personalized and customized selections of such videos, programs, and audio content</p> <p>(Int'l Class: 38) transmission and broadcasting of entertainment content not of a religious nature via television programming; telecommunications services, namely, delivery of audio and visual entertainment content not of a religious nature via cable television, wireless communication networks, and the internet, namely, films, television programs, streaming programs and musical performances available through televisions, set-top-boxes (stb), mobile phones, pdas and computers</p> <p>(Int'l Class: 41) Entertainment services, namely, the development, production and distribution of television programming not of a religious nature for transmission and broadcast via the media of television, satellite, computer networks, social networking websites, computers, Set-Top-Boxes (STB), mobile and handheld devices, PDAs and the Internet; entertainment services, namely, the provision of ongoing television series and television programs not of a religious nature in the field of dramas, comedies, satires, parodies, cartoons and musical performances provided through the mediums of television, Set-Top-Boxes (STB), computers, computer networks, mobile devices, and the Internet; the provision of entertainment content, namely, non-downloadable films and television programs not of a religious nature in the field of dramas, comedies, satire, parodies, cartoons and musical performances, streaming television programs not of a religious nature in the field of dramas, comedies, satires, parodies, cartoons and musical performances via television, Set-Top-Boxes (STB), computers, computer networks, telephones, mobile phones, PDAs and the Internet; entertainment services in the nature of development, production and distribution of television programming not of a religious nature and of specialty and premium television programming not of a religious nature for companies distributing television programs, to be distributed via television channels, networks and mobile applications; entertainment services in the nature of development and production of aggregated and curated videos, television programs, and multimedia entertainment content to be accessible via download or streaming methods over the Internet; development and production of television programming not of a religious nature for on-line distribution, transmission and broadcast through computer networks, social networking websites, computers, mobile phones, handheld devices, PDAs, Set-Top-Boxes (STB), and the Internet; providing a website</p>

Ref.	Mark/SN/RN	Status/Key Dates	Owner Information	Goods/Services
				<p>featuring information in the field of entertainment services, namely, the development, production and distribution of entertainment content in the nature of television programming not of a religious nature; distribution of audio and video television programming not of a religious nature to cable and satellite television providers of pay-on-demand and video-on demand services for eventual viewing by individual cable and satellite subscribers, Internet Protocol television subscribers and other members of the public; providing an Internet website featuring information in the field of television programming and electronic program guides (Int'l Class: 42)</p> <p>design and development of software executed on computers, televisions, set-top-boxes (stb), mobile and hand held devices, for the streaming or download delivery of aggregated and curated content in all media; computer software development in the field of mobile applications; providing a website featuring information in the field of computer software development of mobile applications; providing online, non-downloadable software application to permit consumers to use set-top-boxes (stb), mobile phones and personal communication devices, for uploading, downloading, publishing, streaming, sequential viewing, viewing, previewing, and manipulating videos, programs, photographs, images, text, electronic program guides and audio content originating from multiple types of recording, playing, and storage apparatus on local, wide-area and global communications networks; development of computer software applications for use in transmission and broadcast via the media of television, satellite, computer networks, and social networking</p>
2	<u>ZONETV</u> SN: 86826262	Pending Filed: November 19, 2015	Electronic Systems Software Solutions Inc. (Canada Corp.) Suite 4 1795 Ironstone Manor Pickering, Ontario L1w3w9 Canada	<p>(Int'l Class: 09)</p> <p>downloadable application software to permit consumers to use set-top-boxes (stb), mobile phones, pda's, personal computers and personal communication devices, for uploading, downloading, publishing, streaming, sequential viewing, viewing, previewing, and manipulating videos, programs, and audio content originating from multiple types of recording, playing, and storage apparatus on local, wide-area and global communications networks to allow such consumers to create personalized and customized selections of such videos, programs, and audio content (Int'l Class: 38)</p> <p>transmission and broadcasting of entertainment content not of a religious nature via television programming; telecommunications services, namely, delivery of audio and visual entertainment content not of a religious nature via cable television, wireless communication networks, and the internet, namely, films, television programs, streaming programs and musical performances available through televisions, set-top-boxes (stb), mobile phones, pdas and computers (Int'l Class: 41)</p> <p>Entertainment services, namely, the development, production and distribution of television programming not of a religious nature for transmission and broadcast via the media of television, satellite, computer networks, social networking websites, computers, Set-Top-Boxes (STB), mobile and handheld devices, PDAs and the Internet; entertainment services, namely, the provision of ongoing television series and television programs not of a religious nature in the field of dramas, comedies, satires,</p>

Ref.	Mark/SN/RN	Status/Key Dates	Owner Information	Goods/Services
				<p>parodies, cartoons and musical performances provided through the mediums of television, Set-Top-Boxes (STB), computers, computer networks, mobile devices, and the Internet; the provision of entertainment content, namely, non-downloadable films and television programs not of a religious nature in the field of dramas, comedies, satire, parodies, cartoons and musical performances, streaming television programs not of a religious nature in the field of dramas, comedies, satires, parodies, cartoons and musical performances via television, Set-Top-Boxes (STB), computers, computer networks, telephones, mobile phones, PDAs and the Internet; entertainment services in the nature of development, production and distribution of television programming not of a religious nature and of specialty and premium television programming not of a religious nature for companies distributing television programs, to be distributed via television channels, networks and mobile applications; entertainment services in the nature of development and production of aggregated and curated videos, television programs, and multimedia entertainment content to be accessible via download or streaming methods over the Internet; development and production of television programming not of a religious nature for on-line distribution, transmission and broadcast through computer networks, social networking websites, computers, mobile phones, handheld devices, PDAs, Set-Top-Boxes (STB), and the Internet; providing a website featuring information in the field of entertainment services, namely, the development, production and distribution of entertainment content in the nature of television programming not of a religious nature; distribution of audio and video television programming not of a religious nature to cable and satellite television providers of pay-on-demand and video-on demand services for eventual viewing by individual cable and satellite subscribers, Internet Protocol television subscribers and other members of the public; providing an Internet website featuring information in the field of television programming and electronic program guides (Int'l Class: 42)</p> <p>design and development of software executed on computers, televisions, set-top-boxes (stb), mobile and hand held devices, for the streaming or download delivery of aggregated and curated content in all media; computer software development in the field of mobile applications; providing a website featuring information in the field of computer software development of mobile applications; providing online, non-downloadable software application to permit consumers to use set-top-boxes (stb), mobile phones and personal communication devices, for uploading, downloading, publishing, streaming, sequential viewing, viewing, previewing, and manipulating videos, programs, photographs, images, text, electronic program guides and audio content originating from multiple types of recording, playing, and storage apparatus on local, wide-area and global communications networks; development of computer software applications for use in transmission and broadcast via the media of television, satellite, computer networks, and social networking</p>