

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM610903

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Side Effects Software Inc.		11/05/2020	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	National Bank of Canada		
Street Address:	500 Place d'Armes, 26th Floor		
City:	Montreal		
State/Country:	CANADA		
Postal Code:	H2Y 2W3		
Entity Type:	Chartered Bank: CANADA		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Serial Number:	75588583	CHOPS	
Serial Number:	74683775	HOUDINI	
Serial Number:	85867287	HOUDINI 3D ANIMATION TOOLS	
Serial Number:	88314671	PILOTPDG	
Serial Number:	85867204	SIDE EFFECTS SOFTWARE	
Serial Number:	85867327	SIDEFX	
Serial Number:	88497729	SIDEFX KARMARENDER	
Serial Number:	88480236	SIDEFX SOLARIS	
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:	6137839600		
Email:	anna.clark@dentons.com		
Correspondent Name:	Anna Clark		
Address Line 1:	99 Bank Street, Suite 1420		
Address Line 2:	99 Bank Street, Suite 1420		
Address Line 4:	OTTAWA, CANADA K1P1H4		
NAME OF SUBMITTER:	Anna Clark		
SIGNATURE:	/Anna Clark/		

OP \$215.00 75588583

DATE SIGNED:	11/25/2020
---------------------	------------

Total Attachments: 8

- source=Notice of IP Security Interest - Side Effects#page1.tif
- source=Notice of IP Security Interest - Side Effects#page2.tif
- source=Notice of IP Security Interest - Side Effects#page3.tif
- source=Notice of IP Security Interest - Side Effects#page4.tif
- source=Notice of IP Security Interest - Side Effects#page5.tif
- source=Notice of IP Security Interest - Side Effects#page6.tif
- source=Notice of IP Security Interest - Side Effects#page7.tif
- source=Notice of IP Security Interest - Side Effects#page8.tif

**CONFIRMATION OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

WHEREAS Side Effects Software Inc. (the "**Grantor**") is the owner of the intellectual property set forth in Schedule A hereto, the registrations and applications for the intellectual property identified therein and any underlying goodwill associated with such intellectual property (collectively, the "**Intellectual Property**");

AND WHEREAS the Grantor has delivered a general security agreement executed on or about the date hereof (as it may be amended, restated, supplemented or otherwise modified from time to time, the "**Security Agreement**") to National Bank of Canada, in its capacity as administrative agent for certain lenders (the "**Secured Party**"), and all terms used herein as defined terms shall have the respective meanings ascribed thereto in the Security Agreement;

AND WHEREAS pursuant to the Security Agreement, the Grantor pledges, assigns, mortgages, charges and hypothecates to the Secured Party and grants to the Secured Party a security interest in favour of the Secured Party in, inter alia, all present and future intangibles of the Grantor, including all of its present and future goodwill, intellectual property and choses in action of every nature and kind, including without limitation the Intellectual Property (the "**Security Interest**");

AND WHEREAS the Grantor and the Secured Party desire to record this agreement with the Canadian Intellectual Property Office, the United States Patent and Trademark Office and such other authorities as the Secured Party desires to provide third parties with notice of the grant of the Security Interest;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in accordance with the terms and obligations set forth in the Security Agreement, the Grantor hereby confirms the granting of the Security Interest to the Secured Party.

The Grantor agrees that this agreement may be recorded with the Canadian Intellectual Property Office, the United States Patent and Trademark Office and such other authorities as the Secured Party desires to provide notice to third parties of the Security Interest granted under the Security Agreement.

Notwithstanding the foregoing, nothing herein shall be deemed to supersede, nor shall anything herein be used for the purpose of interpreting, the Security Agreement, and this agreement is not intended to alter in any way the rights or obligations of the Grantor or the Secured Party set forth in the Security Agreement. For the avoidance of doubt, if the terms of this agreement conflict with the Security Agreement, the terms of the Security Agreement shall govern.


This agreement may be executed by facsimile of pdf, and any signature contained hereon by facsimile or pdf shall be deemed to be equivalent to an original signature for all purposes.

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 blank; signature page follows.]

DATED as of the 5th day of November, 2020.

SIDE EFFECTS SOFTWARE INC.


By: 
Name: Kim Davidson
Title: President

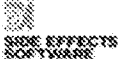

By: _____
Name: _____
Title: _____


**SCHEDULE A
INTELLECTUAL PROPERTY**

Canada

TRADEMARKS

Ref.	Mark/AN/RN	Status/Key Dates	Owner Information	Goods/Services
1	<u>CHOPS</u> RN: TMA512363 AN: 0876942	Expunged January 8, 2015 – failure to renew Filed: May 1, 1998 Registered: May 27, 1999	SIDE EFFECTS SOFTWARE INC. 477 RICHMOND STREET WEST SUITE 1001 TORONTO, M5V3E7, Canada	(Int'l Class: 9) Goods: (1) Computer animation software for use in video and film production, visualization and simulation and instruction manuals therefor.
2	<u>HOUDINI 3D ANIMATION TOOLS and Design</u>  RN: TMA877789 AN: 1592889	Registered Filed: September 5, 2012 Registered: May 13, 2014 Expiration Date: May 13, 2029	Side Effects Software Inc. 123 Front Street West Suite 1401 Toronto, M5J2M2, Canada	(Int'l Class: 9) Goods: Computer animation software for use in video and film production, visualization and simulation and instruction manuals therefor
3	<u>PILOTPDG</u> AN: 1945807	Pending Filed: February 12, 2019	Side Effects Software Inc. 123 Front Street West, Suite 1401 Toronto, M5J2M2, Canada	(Int'l Class: 09) Goods: (1) Software for use in task management; downloadable software for use in task management; downloadable mobile applications for use in task management. (Int'l Class: 42) Services: (1) Software as a service (SAAS) in the field of task management; providing non-downloadable software for use in task management.
4	<u>HOUDINI</u> RN: TMA462713 AN: 0781319	Registered Filed: April 27, 1995 Registered: August 30, 1996 Last Renewal: August 30, 2011 Expiration Date: August 30, 2026	SIDE EFFECTS SOFTWARE INC., 123 Front Street West, Suite 1401 Toronto, M5J2M2, Canada	(Int'l Class: 9) Goods: Computer software and instruction manuals therefor.
5	<u>SIDE EFFECTS SOFTWARE</u> RN: TMA487700 AN: 0790772	Registered Filed: August 22, 1995 Registered: January 6, 1998 Last Renewal: January 6,	SIDE EFFECTS SOFTWARE INC., 123 Front Street West, Suite 1401 Toronto, M5J2M2, Canada	(Int'l Class: 9) Goods: Computer animation software for use in video and film production, visualization and simulation and instruction

Ref.	Mark/AN/RN	Status/Key Dates	Owner Information	Goods/Services
		2013 Expiration Date: January 6, 2028		manuals therefor.
6	<u>SIDE EFFECTS SOFTWARE and Design</u>  RN: TMA878795 AN: 1592888	Registered Filed: September 5, 2012 Registered: May 27, 2014 Expiration Date: May 27, 2029	Side Effects Software Inc. 123 Front Street West Suite 1401 Toronto, M5J2M2, Canada	(Int'l Class: 9, 42) Goods: Computer animation software for use in video and film production, visualization and simulation and instruction manuals therefor. Services: Operation of a website offering computer animation software for use in video and film production, visualization and simulation and instruction manuals therefor.
7	<u>SIDEFX</u> RN: TMA861915 AN: 1593090	Registered Filed: September 6, 2012 Registered: October 3, 2013 Expiration Date: October 3, 2028	Side Effects Software Inc. 123 Front Street West Suite 1401 Toronto, M5J2M2, Canada	(Int'l Class: 9, 42) Goods: Computer animation software for use in video and film production, visualization and simulation and instruction manuals therefor. Services: Operation of a website offering computer animation software for use in video and film production, visualization and stimulation and instruction manuals therefor.
8	<u>SIDEFX SOLARIS</u> AN: 1967209	Pending Filed: June 5, 2019	Side Effects Software Inc. 123 Front Street West, Suite 1401 Toronto, M5J2M2, Canada	(Int'l Class: 09) Goods: (1) Computer software for desktop and mobile devices for 3D set design, scene layout, lighting and rendering; mobile applications for 3D set design, scene layout, lighting and rendering.
9	<u>SIDEFX KARMARENDER</u> AN: 1972708	Pending Filed: June 25, 2019	Side Effects Software Inc. 123 Front Street West Suite 1401 Toronto, M5J2M2, Canada	(Int'l Class: 09) Goods: (1) Computer software, namely scene rendering software.
10	<u>Design Only</u>  RN: TMA484791 AN: 0813604	Expunged June 14, 2013 - Failure to Renew Last Status Received: Cancelled Filed: May 27, 1996 Registered: October 29, 1997	SIDE EFFECTS SOFTWARE INC. 477 RICHMOND STREET WEST SUITE 1001 TORONTO, M5V3E7, Canada	(Int'l Class: 9) Goods: (1) Computer animation software for use in video and film production, visualization and simulation and instruction manuals therefor.

Ref.	Mark/AN/RN	Status/Key Dates	Owner Information	Goods/Services
11	<p><u>Design Only</u></p>  <p>AN: 0790771</p>	<p>Abandoned Application December 9, 1996 Filed: August 22, 1995</p>	<p>SIDE EFFECTS SOFTWARE INC., 477 RICHMOND STREET WEST, SUITE 1001, TORONTO, M5V3E7, Canada</p>	<p>(Int'l Class: 9) Goods: (1) Computer software and instruction manuals therefor.</p>

COPYRIGHTS



Ref.	Copyright	Status/Key Dates	Owner Information
1	Houdini	<p>Registered work - Literary March 27, 2007</p>	SIDE EFFECTS SOFTWARE INC. 123 Front Street West, Suite 1401 Toronto, Ontario, M5J 2M2 Canada
2	PRISMS Computer Animation Software (Regn. No. 364686)	<p>Unregistered work</p>	Side Effects Software Inc. 123 Front Street West Suite 1401 Toronto, M5J2M2, Canada

PATENTS

Ref.	Patent No. or Application No.	Title	Owner Information	Status
1	3018676	SYSTEMS AND METHODS FOR DEPENDENCY-BASED STREAMLINED PROCESSING	<p>Side Effects Software Inc.</p> <p>Document registration fee of \$100 recorded in online payment history. Copy of document not available online. CIPO advised that the registered document appears to be an assignment to Side Effects Software Inc., however this information is unofficial and would need to be verified.</p>	<p>Issued May 19, 2020</p> <p>Next maintenance fee is due Sept. 26, 2021</p>
2	2995722	PHYSICALLY BASED SIMULATION METHODS FOR MODELING AND ANIMATING TWO- AND THREE-DIMENSIONAL DEFORMABLE OBJECTS	<p>Side Effects Software Inc.</p> <p>No assignments appear to be registered with CIPO.</p>	<p>Filed Aug. 17, 2016; pending. Examination has not been requested.</p> <p>Next maintenance fee is due Aug. 17, 2021</p>

United States

TRADEMARKS

Ref.	Mark/SN/RN	Status/Key Dates	Owner Information	Goods/Services
1	<p><u>CHOPS</u> RN: 2359534 SN: 75588583</p>	<p>Cancelled - January 21, 2011 – Failure to Renew</p> <p>Filed: November 13, 1998 Registered: June 20, 2000</p>	<p>Side Effects Software Inc. (Canada Corp.)</p>	<p>(Int'l Class: 09) computer animation software for use in video and film production, visualization and simulation and instruction manuals therefor</p>
2	<p><u>HOUDINI</u> RN: 2157135 SN: 74683775</p>	<p>Registered</p> <p>Filed: June 2, 1995 Registered: May 12, 1998 Last Renewal: May 12, 2018</p>	<p>Side Effects Software Inc. (Canada Corp.) Suite 1401 123 Front Street Toronto, Ontario, M5j 2M2 Canada</p>	<p>(Int'l Class: 09) computer animation software for the creation of special effects for the movie and entertainment industries and instruction manuals therefor sold as a unit</p>
3	<p><u>HOUDINI 3D ANIMATION TOOLS and Design</u></p>  <p>RN: 4623232 SN: 85867287</p>	<p>Registered</p> <p>Filed: March 5, 2013 Registered: October 21, 2014</p>	<p>Side Effects Software Inc. (Canada Corp.) Suite 1401 123 Front Street West Toronto, Ontario M5j2m2 Canada</p>	<p>(Int'l Class: 09) computer animation software for use in video and film production, visualization and simulation and instruction manuals sold as a unit</p>
4	<p><u>PILOTPDG</u> SN: 88314671</p>	<p>Pending</p> <p>Filed: February 25, 2019</p>	<p>Side Effects Software Inc. (Canada Corp.) 123 Front Street West, Suite 1401 Toronto, Ontario M5j2m2 Canada</p>	<p>(Int'l Class: 09) downloadable software for use in task management; downloadable mobile application software for use in task management (Int'l Class: 42) Software as a service (SAAS) services featuring software for use in task management in the field of film and television, video game production and advertising; providing online, non-downloadable software for use in task management</p>
5	<p><u>SIDE EFFECTS SOFTWARE and Design</u></p>  <p>RN: 4665504 SN: 85867204</p>	<p>Registered</p> <p>Filed: March 5, 2013 Registered: January 6, 2015</p>	<p>Side Effects Software Inc. (Canada Corp.) Suite 1401 123 Front Street West Toronto, Ontario M5j2m2 Canada</p>	<p>(Int'l Class: 09) (based on sections 1(a) and 44(e)) computer software for use in video and film production, visualization and simulation and instruction manuals sold as a unit (Int'l Class: 41) (based on section 44(e) only) providing a website featuring non-downloadable instruction manuals related to computer animation software for use in video and film production, visualization, and simulation</p>

Ref.	Mark/SN/RN	Status/Key Dates	Owner Information	Goods/Services
6	<u>SIDEX</u> RN: 4639288 SN: 85867327	Registered Filed: March 5, 2013 Registered: November 18, 2014	Side Effects Software Inc. (Canada Corp.) Suite 1401 123 Front Street West Toronto, Ontario M5j2m2 Canada	(Int'l Class: 09) computer animation software for use in video and film production, visualization and simulation and instruction manuals sold as a unit (Int'l Class: 42) providing a website featuring non-downloadable instruction manuals related to computer animation software for use in video and film production, visualization, and simulation
7	<u>SIDEX</u> <u>KARMARENDER</u> SN: 88497729	Pending Filed: July 2, 2019	Side Effects Software Inc. (Canada Corp.) 123 Front Street West, Suite 1401 Toronto, Ontario M5j2m2 Canada	(Int'l Class: 09) Downloadable computer software, namely, scene rendering software
8	<u>SIDEX SOLARIS</u> SN: 88480236	Pending Filed: June 19, 2019	Side Effects Software Inc. (Canada Corp.) 123 Front Street West, Suite 1401 Toronto, Ontario M5j2m2 Canada	(Int'l Class: 09) Downloadable computer software for desktop and mobile devices for 3D set design, scene layout, lighting and rendering; mobile applications for 3D set design, scene layout, lighting and rendering

COPYRIGHTS

Ref.	Copyright	Status/Key Dates	Copyright Claimant
1	Prisms: [computer animation software] :produced by Kim Davidson, Greg Hermanovic	Text Reg. No TXu000330014 May 20, 1988	SIDE EFFECTS SOFTWARE, INC.

PATENTS

Ref.	Patent No. or Application No.	Title	Owner Information	Status
1	10,198,847	PHYSICALLY BASED SIMULATION METHODS FOR MODELING AND ANIMATING TWO-AND THREE-DIMENSIONAL	Side Effects Software Inc. Assignment to Side Effects Software Inc. recorded Nov. 27, 2018.	Issued Feb. 5, 2019 First maintenance fee is due Aug. 5, 2022

Ref.	Patent No. or Application No.	Title	Owner Information	Status
		DEFORMABLE OBJECTS		
2	62/206,114	SYSTEMS AND METHODS FOR IMPLEMENTING THREE- AND TWO-DIMENSIONAL COMPUTER GRAPHICS MODELING, SIMULATION AND ANIMATING USING FINITE ELEMENT SIMULATION	Side Effects Software Inc. is identified as Applicant in Application Data Sheet filed with USPTO.	Filed Aug. 17, 2015; expired
3	16/575,774	DEPENDENCY-BASED STREAMLINED PROCESSING	Side Effects Software Inc. Assignment to Side Effects Software Inc. recorded on Sept. 19, 2019.	Filed Sept. 19, 2019; pending. Notice of Allowance issued on Aug. 5, 2020.
4	62/736,487	SYSTEMS AND METHODS FOR DEPENDENCY-BASED STREAMLINED PROCESSING	Side Effects Software Inc. Assignment to Side Effects Software Inc. recorded Sept. 26, 2018.	Filed Sept. 26, 2018; expired