

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM652598

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ZEROFOX, INC.		06/07/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	ORIX GROWTH CAPITAL, LLC		
Street Address:	2001 ROSS AVENUE		
Internal Address:	SUITE 1900		
City:	DALLAS		
State/Country:	TEXAS		
Postal Code:	75201		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2292671	CYVEILLANCE	
CORRESPONDENCE DATA			
Fax Number:	4048853900		
<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:	4048853868		
Email:	rusty.close@troutman.com		
Correspondent Name:	CHRISTOPHER CLOSE		
Address Line 1:	TROUTMAN PEPPER LLP		
Address Line 2:	600 PEACHTREE STREET NE, SUITE 3000		
Address Line 4:	ATLANTA, GEORGIA 30308-2216		
ATTORNEY DOCKET NUMBER:	250455.000012		
NAME OF SUBMITTER:	Christopher C Close, Jr.		
SIGNATURE:	/Christopher C. Close Jr./		
DATE SIGNED:	06/08/2021		
Total Attachments: 7			
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FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT (this “**Amendment**”) is made as of the 7th day of June, 2021 by ZeroFOX, Inc., a Delaware corporation, RBP Financial Services, LLC, a Delaware limited liability company, ZeroFox Chile Holdings, LLC, a Delaware limited liability company, ZeroFox India Holding, LLC, a Delaware limited liability company, and VigilanteATI, Inc., a Delaware corporation (jointly and severally, individually and collectively, “**Grantor**”), and ORIX Growth Capital, LLC, a Delaware limited liability company (“**ORIX**”).

RECITALS

WHEREAS, ORIX previously agreed to make certain advances of money and to extend certain financial accommodations to Grantor (the “**Loans**”) in the amounts and manner set forth in a certain Loan and Security Agreement by and between Grantor and ORIX dated as of January 7, 2021 (as the same may be amended, modified, supplemented or restated from time to time, the “**Loan Agreement**”);

WHEREAS, in order to secure Grantor’s Obligations under the Loans, Grantor entered into that certain Intellectual Property Security Agreement dated January 7, 2021 in favor of ORIX (as thereafter amended, restated, substituted or otherwise modified, the “**IP Security Agreement**”) in connection with Grantor’s granting to ORIX a security interest in all of Grantor’s right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral;

WHEREAS, Grantor and ORIX replaced, amended and restated certain provisions of the Loan Agreement pursuant to that certain Amendment No. 1 to Loan and Security Agreement by and between ORIX and Grantor dated as of the date hereof (the “**Loan Agreement Amendment**”); and

WHEREAS, in connection with the Loan Agreement Amendment, Grantor and ORIX have agreed to enter into this Amendment to amend and restate Schedule A of the IP Security Agreement.

AGREEMENT

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties do hereby agree as follows:

1. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Loan Agreement.
2. The Recitals set forth hereinabove are hereby incorporated by this reference with the same force and effect as if fully set forth herein.
3. Grantor and ORIX acknowledge and agree that Schedule A of the IP Security Agreement is hereby replaced in its entirety with Schedule A attached hereto.

4. Grantor does hereby unconditionally reaffirm all of its obligations to ORIX under the IP Security Agreement including, without limitation, the grant of a continuing security interest in and lien upon the Intellectual Property Collateral as set forth in the IP Security Agreement as modified hereby.

5. Grantor certifies that the representations contained in the IP Security Agreement remain true, correct and complete in all material respects as of the date hereof with the same force and effect as if made on the date hereof and that it has no offsets, counterclaims or defenses to any of its obligations under the IP Security Agreement as modified hereby.

6. Except as modified hereby, the IP Security Agreement remains unmodified and in full force and effect.

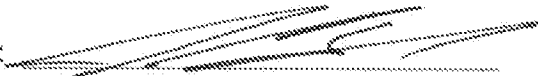
7. This Amendment may be executed in any number of counterparts and all of such counterparts taken together shall be deemed to constitute one and the same instrument.

[Signature Page Follows]


IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first above written.

GRANTOR:


ZeroFOX, Inc.

By: 
Name: James C. Foster
Title: Chief Executive Officer and President


RBP Financial Services, LLC

By: 
Name: James C. Foster
Title: Authorized Person

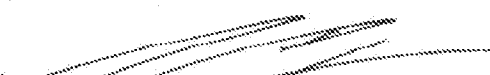
ZeroFox Chile Holdings, LLC

By: 
Name: James C. Foster
Title: Authorized Person

ZeroFox India Holding, LLC

By: 
Name: James C. Foster
Title: Authorized Person

VigilanteATI, Inc.

By: 
Name: James C. Foster
Title: Authorized Person

ORIX:

ORIX GROWTH CAPITAL, LLC

By:  _____

Name: Mark Campbell

Title: Authorized Representative

SCHEDULE A

Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
TAKEDOWN-AS-A-SERVICE	5,993,602	02/25/2020
ZEROFOX	5,817,052	07/30/2019
ZEROFOX	5,817,051	07/30/2019
	5,810,291	07/23/2019
ZEROFOX	4,559,694	07/01/2014
CYVEILLANCE	2,292,671	11/19/1999
VIGILANTEATI®	5,240,956	11 Jul 2017
VIGILANTEATI ACCOMPLICE®	5,240,958	11 Jul 2017
VIGILANTEATI PRODIGY®	5,395,231	6 Feb 2018
	88/691,193	13 Nov 2019
VIGILANTE	90/189,097	17 Sep 2020

SCHEDULE B

Patents

Description	Registration/Application Number	Registration/Application Date
Social Network Security Monitoring	10,491,623	11/26/2019
Identification of Vulnerability to Social Phishing	10,516,567	12/24/2019
Social Threat Scoring	9,027,134	05/05/2015
Social Network Scanning	9,055,097	06/09/2015
Protecting Against Suspect Social Entities	9,191,411	11/17/2015
Social Network Security Monitoring	9,544,325	01/10/2017
Social Network Data Removal	9,674,212	06/06/2017
Social Network Profile Data Removal	9,674,214	06/06/2017
Social Media Rule Engine	15/944,176	04/03/2018
Methods for Automated Social Phishing	15/944,254	04/03/2018
Social Threat Correlation	15/998,423	08/15/2018
Malicious Social Media Account Identification	15/998,930	08/17/2018
Organizational Social Threat Reporting	10,868,824	12/15/2020
Social Network Page Protection	16/050,922	07/31/2018
Troll Account Detection	16/118,678	08/31/2018
Automated Social Account Removal	16/167,947	10/23/2018
Identification of Vulnerability to Social Phishing	10,999,130	05/04/2021
End user social network protection portal	15/883,589	01/30/2018
Methods and Systems for Enriching Data	16/670,081	10/31/2019
System and Methods for Managing High Volumes of Alerts	16/678,816	11/08/2019
Configurable System for Detecting Social Media Threats	16/876,772	05/18/2020
Methods and Systems for Detecting Deepfakes	10,929,677	02/23/2021
Methods and Systems for Detecting Deepfakes	17/155,319	01/22/2021
Method and System for Misuse Detection	9,148,445	09/29/2015
Method and System for Misuse Detection	9,769,184	09/19/2017
Method and System for Misuse Detection	9,985,978	05/29/2018
Information Security Apparatus and Methods for Credential Dump Authenticity Verification	9,871,797	01/16/2018
Information Security Apparatus and Methods for Credential Dump Authenticity Verification	10,574,658	02/25/2020

Information Security Apparatus and Methods for Credential Dump Authenticity Verification	EP 3206133	07/18/2018
Methods and Systems for Detecting Impersonating Social Media Profiles	17/249,425	03/02/2021
Methods and Apparatus for Processing Threat Metrics to Determine a Risk of Loss Due to the Compromise of an Organization Asset	EP 3343867	02/15/2020
Methods and Apparatus of an Immutable Threat Intelligence System	EP 3316175	09/23/2020