

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM678255

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RAREFIED ATMOSPHERE, INC.		09/29/2021	Corporation:
RECEIVING PARTY DATA			
Name:	WESTERN ALLIANCE BANK		
Street Address:	One East Washington Street		
Internal Address:	Attn: Legal Department		
City:	Phoenix		
State/Country:	ARIZONA		
Postal Code:	85004		
Entity Type:	Corporation: ARIZONA		
PROPERTY NUMBERS Total: 16			
Property Type	Number	Word Mark	
Serial Number:	90896568	SUPERHUMAN TV	
Serial Number:	90325731	ALPINE TV	
Serial Number:	90325773	X RARE TV	
Serial Number:	90282638	BEACH BUM TV	
Serial Number:	90270105	MOTIV8 TV	
Serial Number:	90267516	SHÜGAZING TV	
Serial Number:	90325753	DEEPSKY TV	
Serial Number:	88348772	ALPINE TV	
Serial Number:	88347083	ATMOSPHERE	
Serial Number:	88346979	A	
Serial Number:	88348802	RARE TV	
Serial Number:	88348696	DEEPSKY TV	
Serial Number:	88347232	SHUGAZING TV	
Serial Number:	88347194	MOTIV8 TV	
Serial Number:	88567518	BOGEY TV	
Serial Number:	88344724	BEACH BUM TV	
CORRESPONDENCE DATA			
TRADEMARK			

OP \$415.00 90896568

Fax Number: 6167423999

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: 6167423945

Email: hkooy@btlaw.com

Correspondent Name: Hillary Kooy

Address Line 1: 171 Monroe Ave NW, Suite 1000

Address Line 2: Barnes & Thornburg LLP

Address Line 4: Grand Rapids, MICHIGAN 49503

ATTORNEY DOCKET NUMBER:	75123.102
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NAME OF SUBMITTER:	Hillary Kooy
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SIGNATURE:	/Hillary Kooy/
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DATE SIGNED:	09/30/2021
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Total Attachments: 7

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This **INTELLECTUAL PROPERTY SECURITY AGREEMENT**, dated as of September 29, 2021 (the "**Agreement**") between **WESTERN ALLIANCE BANK**, an Arizona corporation ("**Bank**") and **RAREFIED ATMOSPHERE, INC.**, a Delaware corporation ("**Grantor**") is made with reference to the Loan and Security Agreement, dated as of September 29, 2021 (as amended from time to time, the "**Loan Agreement**"), among, *inter alios*, Bank and Grantor. Terms defined in the Loan Agreement have the same meaning when used in this Agreement.

For good and valuable consideration, receipt of which is hereby acknowledged, Grantor hereby covenants and agrees as follows:

To secure the Obligations under the Loan Agreement, Grantor grants to Bank a security interest in all right, title, and interest of Grantor in any of the following, whether now existing or hereafter acquired or created in any and all of the following property (collectively, the "**Intellectual Property Collateral**"):

(a) copyright rights, copyright applications, copyright registrations and like protections in each work or authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held (collectively, the "**Copyrights**"), including the Copyrights described in **Exhibit A**;

(b) trademark and servicemark rights, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Grantor connected with and symbolized by such trademarks (collectively, the "**Trademarks**"), including the Trademarks described in **Exhibit B**;

(c) patents, patent applications and like protections including without limitation improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same (collectively, the "**Patents**"), including the Patents described in **Exhibit C**;

(d) mask work or similar rights available for the protection of semiconductor chips or other products (collectively, the "**Mask Works**");

(e) trade secrets, and any and all intellectual property rights in computer software and computer software products;

(f) design rights;

(g) claims for damages by way of past, present and future infringement of any of the rights included above, 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;

(h) licenses or other rights to use any of the Copyrights, Patents, Trademarks, or Mask Works, and all license fees and royalties arising from such use to the extent permitted by such license or rights;

(i) amendments, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and

(j) proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

Notwithstanding the foregoing, Intellectual Property Collateral shall not include United States intent-to-use trademark applications to the extent and for so long as the grant of a security interest therein would impair the validity or enforceability of, or render void or voidable or result in the cancellation of, Grantor's right, title or interest therein or any trademark issued as a result of such application under applicable Federal law.

The rights and remedies of Bank with respect to the security interests granted hereunder are in addition to those set forth in the Loan Agreement, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan 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 Bank of any one or more of such rights, powers or remedies does not preclude the simultaneous or later exercise by Bank of any other rights, powers or remedies.

[signatures on following page]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

GRANTOR:

RAREFIED ATMOSPHERE, INC.,
a Delaware corporation

By: DocuSigned by:
Mike Grisko
88700B33708D44F...

Name: Mike Grisko

Title: Chief Financial Officer

Address for Notices:

Attn: Mike Grisko, CFO
Rarefied Atmosphere, Inc.
416 Congress Ave.
Austin, TX 78701
Email: mike.grisko@atmosphere.tv

BANK:

WESTERN ALLIANCE BANK,
an Arizona corporation

By: DocuSigned by:
Jon Berry
40C512CBFE25450...

Name: Jon Berry

Title: Senior Vice President

Address for Notices:

Attn: Legal Department
Western Alliance Bank
One East Washington Street, Suite 1400
Phoenix, AZ 85004
Email: francesco.corradino@bridgebank.com

[SIGNATURE PAGE TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]

EXHIBIT A
COPYRIGHTS

None.

EXHIBIT B
TRADEMARKS

No.	Trademark	Database	Status	Application Number Application Date	Registration Number Registration Date	Owner Name
1	SUPERHUMAN TV SUPERHUMAN TV	U.S. Federal	PENDING FILED AS USE APPLICATION USE APPLICATION - CURRENT	90896568 8/23/2021		RAREFIED ATMOSPHERE, INC.
2	ALPINETV 	U.S. Federal	PUBLISHED (PENDING) FILED AS USE APPLICATION USE APPLICATION - CURRENT	90325731 11/17/2020		RAREFIED ATMOSPHERE, INC.
3	DEEPSKY TV 	U.S. Federal	PENDING FILED AS USE APPLICATION USE APPLICATION - CURRENT	90325753 11/17/2020		RAREFIED ATMOSPHERE, INC.
4	RARE TV 	U.S. Federal	PUBLISHED (PENDING) FILED AS USE APPLICATION USE APPLICATION - CURRENT	90325773 11/17/2020		RAREFIED ATMOSPHERE, INC.
5	BEACH BUM TV 	U.S. Federal	PENDING FILED AS USE APPLICATION USE APPLICATION - CURRENT Color Drawing Filed Color Drawing Currently	90282638 10/27/2020		RAREFIED ATMOSPHERE, INC.
6	MOTIV8 TV 	U.S. Federal	PENDING FILED AS USE APPLICATION USE APPLICATION - CURRENT Color Drawing Filed Color Drawing Currently	90270105 10/21/2020		RAREFIED ATMOSPHERE, INC.
7	SHUGAZING TV 	U.S. Federal	PENDING FILED AS USE APPLICATION USE APPLICATION - CURRENT	90267516 10/20/2020		RAREFIED ATMOSPHERE, INC.


No.	Trademark	Database	Status	Application Number Application Date	Registration Number Registration Date	Owner Name
			Color Drawing Filed Color Drawing Currently			
8	BOGEY TV Bogey TV	U.S. Federal	REGISTERED FILED AS USE APPLICATION USE APPLICATION - CURRENT	88567518 8/5/2019	6001750 3/3/2020	RAREFIED ATMOSPHERE, INC.
9	DEEPSKY TV deepsky tv	U.S. Federal	REGISTERED FILED AS USE APPLICATION USE APPLICATION - CURRENT	88348696 3/20/2019	5883290 10/15/2019	RAREFIED ATMOSPHERE, INC.
10	ALPINE TV alpine TV	U.S. Federal	REGISTERED Supplemental Register FILED AS USE APPLICATION USE APPLICATION - CURRENT	88348772 3/20/2019	5823756 7/30/2019	RAREFIED ATMOSPHERE, LLC
11	RARE TV Rare TV	U.S. Federal	REGISTERED FILED AS USE APPLICATION USE APPLICATION - CURRENT	88348802 3/20/2019	5883295 10/15/2019	RAREFIED ATMOSPHERE, INC.
12	A 	U.S. Federal	REGISTERED FILED AS USE APPLICATION USE APPLICATION - CURRENT	88346979 3/19/2019	5942106 12/24/2019	RAREFIED ATMOSPHERE, LLC
13	ATMOSPHERE Atmosphere	U.S. Federal	PENDING FILED AS USE APPLICATION USE APPLICATION - CURRENT	88347083 3/19/2019		RAREFIED ATMOSPHERE, LLC
14	MOTIV8 TV Motiv8 TV	U.S. Federal	REGISTERED FILED AS USE APPLICATION USE APPLICATION - CURRENT	88347194 3/19/2019	5883239 10/15/2019	RAREFIED ATMOSPHERE, INC.
15	SHUGAZING TV Shugazing TV	U.S. Federal	REGISTERED FILED AS USE APPLICATION USE APPLICATION - CURRENT	88347232 3/19/2019	5883240 10/15/2019	RAREFIED ATMOSPHERE, INC.
16	BEACH BUM TV Beach Bum TV	U.S. Federal	REGISTERED Intent to Use - Filed USE APPLICATION - CURRENT	88344724 3/18/2019	5924800 12/3/2019	RAREFIED ATMOSPHERE, INC.

EXHIBIT C

PATENTS

None.