

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM679146

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EVERNOTE CORPORATION		10/01/2021	Corporation:
RECEIVING PARTY DATA			
Name:	MUFG UNION BANK, N.A.		
Street Address:	400 University Avenue		
Internal Address:	Attn: Bill Allen		
City:	Palo Alto		
State/Country:	CALIFORNIA		
Postal Code:	94301		
Entity Type:	National Banking Association: CALIFORNIA		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	6322689		
Registration Number:	5649447	EVERNOTE SCANNABLE	
Registration Number:	5649446	EVERNOTE SCANNABLE	
Registration Number:	5508758	EVERNOTE	
Registration Number:	5137849		
Registration Number:	3980663	PENULTIMATE	
Registration Number:	3993079	REMEMBER EVERYTHING.	
Registration Number:	3907868		
Registration Number:	3907865	EVERNOTE	
Registration Number:	2990592	EVERNOTE	
Registration Number:	3609880		
Serial Number:	90296992	REMEMBER EVERYTHING. ACCOMPLISH ANYTHING	
Serial Number:	90296990	REMEMBER EVERYTHING. ACCOMPLISH ANYTHING	
CORRESPONDENCE DATA			
Fax Number:	6167423999		
<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:	6167423945		

OP \$340.00 6322689

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: 67331.20

NAME OF SUBMITTER: Hillary Kooy

SIGNATURE: /Hillary Kooy/

DATE SIGNED: 10/06/2021

Total Attachments: 18

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This **INTELLECTUAL PROPERTY SECURITY AGREEMENT**, dated as of October 1, 2021, (the "**Agreement**") between **MUFG UNION BANK, N.A.**, ("**Lender**") and **EVERNOTE CORPORATION**, a Delaware corporation, ("**Grantor**") is made with reference to the Loan and Security Agreement, dated as of October 1, 2021 (as amended from time to time, the "**Loan Agreement**"), between Lender 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 timely payment and performance of the Obligations under the Loan Agreement, Grantor grants to Lender 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.

The rights and remedies of Lender 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 Lender as a matter of law or equity. Each right, power and remedy of Lender 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 Lender of any one or more of such rights, powers or remedies does not preclude the simultaneous or later exercise by Lender of any other rights, powers or remedies.

Grantor authorizes and requests the Commissioner for Patents, the Commissioner for Trademarks and the Register of Copyrights and any other governmental officials to record and register this Agreement upon request by the Lender.

This Agreement may be executed in any number of counterparts and by different parties on separate counterparts, each of which, when executed and delivered, shall be deemed to be an original, and all of which, when taken together, shall constitute but one and the same agreement. In the event that any signature is delivered by facsimile transmission or by e-mail delivery of a ".pdf" format data file, such signature shall create a valid and binding obligation of the party executing this Agreement (or on whose behalf such signature was executed), with the same force and effect as if such facsimile or ".pdf" signature page were an original hereof. The words "execution," "execute", "signed," "signature," and words of like import in or related to this Agreement shall be deemed to include electronic signatures, the electronic matching of assignment terms and contract formations on electronic platforms approved by the Lender, or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paperbased recordkeeping system, 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 or any similar state laws based on the Uniform Electronic Transactions Act.

California law governs this Agreement without regard to principles of conflicts of law.

[Remainder of Page Intentionally Blank]

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

GRANTOR:

EVERNOTE CORPORATION, a Delaware corporation

By: 

Name: Ian Small

Title: Chief Executive Officer and President

Address for Notices:
Attn: David Crawford
305 Walnut Street
Redwood City, CA 94063
email: dcrawford@evernote.com

LENDER:

MUFG UNION BANK, N.A.

By: _____

Name: Christian Sumulong

Title: Director

Address for Notices:
Attn: Bill Allen
400 University Avenue
Palo Alto, CA 94301
email: William.allen@unionbank.com

[SIGNATURE PAGE TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]

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

GRANTOR:

EVERNOTE CORPORATION, a Delaware corporation

By: _____

Name: _____

Title: _____

Address for Notices:

Attn: David Crawford
305 Walnut Street
Redwood City, CA 94063
email: dcrawford@evernote.com

LENDER:

MUFG UNION BANK, N.A.

By: Christian Sumulong

Name: Christian Sumulong

Title: Director

Address for Notices:

Attn: Bill Allen
400 University Avenue
Palo Alto, CA 94301
email: William.allen@unionbank.com

EXHIBIT A
COPYRIGHTS






Please Check if No Copyrights Exist

<u>Type Of Work:</u>	<u>Title:</u>	<u>International Standard Serial Number (ISSN):</u>	<u>Registration Number:</u>	<u>Registration Date:</u>	<u>Preregistered?</u>
Computer File	Ritemail		TX0006079033	01/21/2005	
Computer File	Ritepen		TX0006079034	01/21/2005	
Visual Material	Evernote Logo		VA0001829766	06/25/2012	
Visual Material	Evernote Logo		VA0001831193	10/01/2012	
Visual Material	Brain Drain		VAu001150057	9/20/2013	
Visual Material	Elephant		VAu001150076	09/20/2013	
Visual Material	ELEPHANT - COLOR VARIATION 1		VAu001150040	09/20/2013	
Visual Material	ELEPHANT - COLOR VARIATION 2		VAu001149959	09/20/2013	
Visual Material	Explosion		VAu001150066	9/20/2013	
Visual Material	Explosion - color variation 1		VAu001149962	9/20/2013	
Visual Material	Forgetting sucks		VAu001150032	9/20/2013	
Visual Material	Forgetting sucks - color variation 1		VAu001149964	9/20/2013	
Visual Material	Remember everything		VAu001149972	9/20/2013	

Visual Material	Remember everything - color variation 1		VAu001150042	9/20/2013	
Visual Material	Venn diagram		VAu001150047	9/20/2013	
Visual Material	Design of an arrow with fletching (for Skitch)		VAu001153073	9/26/2013	
Visual Material	Design of an arrow with fletching (color) for (Skitch)		VAu001153074	9/26/2013	
Visual Material	Penultimate logo (black and white)		VA0001936652	11/20/2014	

**EXHIBIT B
TRADEMARKS**

Please Check if No Trademarks Exist

<u>Mark / Title:</u>	<u>U.S. Serial Number:</u>	<u>U.S. Registration Number:</u>	<u>UPTO Reference Number:</u>	<u>Filing Date:</u>
Butterfly Design EVERNOTE SCANNABLE 	86/411823	5649447		10/01/2014
Butterfly Design EVERNOTE SCANNABLE (Blue/White) 	86/411781	5649446		10/01/2014
Elephant Head Silhouette 	88/082691	6322689		08/17/2018
Elephant Head Silhouette (Old) 	77/377662	3609880		01/22/2008
Elephant Head Silhouette (Old) 	85/057354	3907868		06/08/2010
EVERNOTE	78/368743	2990592		02/16/2004


EVERNOTE	85/057341	3907865		06/08/2010
EVERNOTE	86/127936	5508758		11/25/2013
Notepad Design with Feather 	86/076218	5137849		09/26/2013
PENULTIMATE	85/096325	3980663		07/29/2010
REMEMBER EVERYTHING.	85/178047	3993079		11/16/2010
REMEMBER EVERYTHING. ACCOMPLISH ANYTHING.	90/296990 Intent to Use			11/03/2020
REMEMBER EVERYTHING. ACCOMPLISH ANYTHING.	90/296992 Intent to Use			11/03/2020

EXHIBIT C

PATENTS

Please Check if No Patents Exist

<u>Title:</u>	<u>Patent Number:</u>	<u>Application Serial Number:</u>	<u>Issued Or Published?</u>	<u>Issue Date:</u>
ADAPTIVE WRITING INTERFACE	10007406	14943154	Issued	6/26/2018
DETECTING ASPECT RATIOS OF DOCUMENT PAGES ON SMARTPHONE PHOTOGRAPHS BY LEARNING CAMERA VIEW ANGLES	10032073	15191800	Issued	7/24/2018
LOCAL ENHANCEMENT OF LARGE SCANNED DOCUMENTS	10038818	15614373	Issued	7/31/2018
SITE MEMORY PROCESSING	10089404	13399576	Issued	10/2/2018
CONTENT ASSOCIATIONS AND SHARING FOR SCHEDULED EVENTS	10102506	15683690	Issued	10/16/2018
DETECTING RECTANGULAR PAGE AND CONTENT BOUNDARIES FROM SMARTPHONE VIDEO STREAM	10115031	15051936	Issued	10/30/2018
VISUAL QUALITY OF PHOTOGRAPHS WITH HANDWRITTEN CONTENT	10121232	15384956	Issued	11/6/2018
MARKING UP SCENES USING A WEARABLE AUGMENTED REALITY DEVICE	10134194	15428098	Issued	11/20/2018
AUTOMATIC SCANNING OF	10136011	15438625	Issued	11/20/2018

<u>Title:</u>	<u>Patent Number:</u>	<u>Application Serial Number:</u>	<u>Issued Or Published?</u>	<u>Issue Date:</u>
DOCUMENT STACK WITH A CAMERA				
RECORDING MEETING AUDIO VIA MULTIPLE INDIVIDUAL SMARTPHONES	10171908	15214559	Issued	1/1/2019
COMBINING NATURAL LANGUAGE AND KEYWORD SEARCH QUERIES FOR PERSONAL CONTENT COLLECTIONS	10185748	14446474	Issued	1/22/2019
COORDINATED PIECEWISE BEZIER VECTORIZATION	10212457	15349543	Issued	2/19/2019
FAST MOBILE MAIL WITH CONTEXT INDICATORS	10237208	15490861	Issued	3/19/2019
ADVANCING JOINT PROJECTS ON WEARABLE DEVICES	10242344	14929521	Issued	3/26/2019
CONTEXTUAL OPTIMIZATION OF NEWS STREAMS ASSOCIATED WITH CONTENT ENTRY	10268667	14803175	Issued	4/23/2019
AUTOMATIC PROTECTION OF PARTIAL DOCUMENT CONTENT	10268830	15877271	Issued	4/23/2019
FAST IDENTIFICATION OF TEXT INTENSIVE PAGES FROM PHOTOGRAPHS	10372981	15272744	Issued	8/6/2019
SHARED USER DRIVEN CLIPPING OF MULTIPLE WEB PAGES	10444946	15841231	Issued	10/15/2019
INITIALIZING CHAT SESSIONS BY POINTING TO CONTENT	10523454	10523454	Issued	12/31/2019

<u>Title:</u>	<u>Patent Number:</u>	<u>Application Serial Number:</u>	<u>Issued Or Published?</u>	<u>Issue Date:</u>
AUTOMATIC GENERATION OF PREFERRED VIEWS FOR PERSONAL CONTENT COLLECTIONS	10545638	14470021	Issued	1/28/2020
ADAPTIVE ENHANCEMENT OF SCANNED DOCUMENT PAGES	10587773	16046888	Issued	3/10/2020
EXTRACTING STRUCTURED DATA FROM HANDWRITTEN AND AUDIO NOTES	10691885	15475001	Issued	6/23/2020
RECORDING MEETING AUDIO VIA MULTIPLE INDIVIDUAL SMARTPHONES	10701482	16231056	Issued	6/30/2020
RESTORING FULL ONLINE DOCUMENTS FROM SCANNED PAPER FRAGMENTS	10739962	15241510	Issued	8/11/2020
BUILDING TRAINING DATA AND SIMILARITY RELATIONS FOR SEMANTIC SPACE	10755183	15416611	Issued	8/25/2020
RESHAPING FREEHAND DRAWN LINES AND SHAPES IN AN ELECTRONIC DOCUMENT	6658147	10123708	Issued	12/2/2003
RESHAPING FREEHAND DRAWN LINES AND SHAPES IN AN ELECTRONIC DOCUMENT	6876766	10637930	Issued	4/5/2005
RESHAPING FREEHAND DRAWN LINES AND SHAPES IN AN ELECTRONIC DOCUMENT	7031526	10637957	Issued	4/18/2006

<u>Title:</u>	<u>Patent Number:</u>	<u>Application Serial Number:</u>	<u>Issued Or Published?</u>	<u>Issue Date:</u>
ON-LINE HANDWRITING RECOGNIZER	7174043	10374482	Issued	2/6/2007
TRAINING AN ON-LINE HANDWRITING RECOGNIZER	7382921	10848650	Issued	6/3/2008
SYSTEM AND METHOD FOR HANDLING ELECTRONIC INK	7437003	11013869	Issued	10/14/2008
RESHAPING FREEHAND DRAWN LINES AND SHAPES IN AN ELECTRONIC DOCUMENT	7450763	11084709	Issued	11/11/2008
SYSTEM AND METHOD FOR ENABLING INDIVIDUALS TO SELECT DESIRED AUDIO	7783594	11215692	Issued	8/24/2010
METHOD AND SYSTEM FOR CURVE FITTING USING DIGITAL FILTERING	7969440	11906454	Issued	6/28/2011
METHOD AND APPARATUS FOR REPRESENTING IMAGE DATA USING DIGITAL FILTERING AND ADAPTIVE PARAMETERIZATION	8014630	11799946	Issued	9/6/2011
ESTABLISHING CONNECTION BETWEEN MOBILE DEVICES USING LIGHT	8676123	13658504	Issued	3/18/2014
USING INTELLIGENT SCREEN COVER IN LEARNING	8761660	13471686	Issued	6/24/2014
ELECTRONIC NOTE MANAGEMENT SYSTEM AND USER-INTERFACE	8880597	10936193	Issued	11/4/2014

<u>Title:</u>	<u>Patent Number:</u>	<u>Application Serial Number:</u>	<u>Issued Or Published?</u>	<u>Issue Date:</u>
AUTOMATIC ASSIGNMENT OF NOTE ATTRIBUTES USING PARTIAL IMAGE RECOGNITION RESULTS	8953228	14143144	Issued	2/10/2015
CREATION AND MANIPULATION OF HAND DRAWN OBJECTS WITH AUTOMATIC GROUPING	9007390	13775385	Issued	4/14/2015
GENERATING AND RANKING INCREMENTAL SEARCH SUGGESTIONS FOR PERSONAL CONTENT	9075898	13924905	Issued	7/7/2015
EXTRACTING MULTIPLE FACIAL PHOTOS FROM A VIDEO CLIP	9147131	13897938	Issued	9/29/2015
EXTRACTING PRINCIPAL CONTENT FROM WEB PAGES	9152730	13563060	Issued	10/6/2015
ELECTRONIC NOTE MANAGEMENT SYSTEM AND USER-INTERFACE	9171132	13555545	Issued	10/27/2015
USING SURFACES WITH PRINTED PATTERNS FOR IMAGE AND DATA PROCESSING	9213917	13958001	Issued	12/15/2015
METHOD AND APPARATUS FOR ON-THE-RUN PROCESSING OF ELECTRONIC INK USING DIGITAL FILTERING AND ADAPTIVE PARAMETERIZATION	9223417	12363364	Issued	12/29/2015

<u>Title:</u>	<u>Patent Number:</u>	<u>Application Serial Number:</u>	<u>Issued Or Published?</u>	<u>Issue Date:</u>
CUSTOM DRAWINGS AS CONTENT ACCESS IDENTIFIERS	9235768	14064654	Issued	1/12/2016
CREATION AND MANIPULATION OF HAND DRAWN OBJECTS WITH AUTOMATIC GROUPING	9285985	14643291	Issued	3/15/2016
COMMUNICATION USING SOUND	9286901	13658524	Issued	3/15/2016
CROSS-APPLICATION DATA SHARING WITH SELECTIVE EDITING RESTRICTIONS	9292563	13930038	Issued	3/22/2016
RECOGNIZING AND PROCESSING OBJECT AND ACTION TAGS FROM STICKERS	9311548	13958054	Issued	4/12/2016
USING SURFACES WITH PRINTED PATTERNS FOR IDENTIFICATION OF IMAGING AND DATA PROCESSING ACTIVITIES	9311549	13958066	Issued	4/12/2016
EXPANDABLE TWO-DIMENSIONAL FLOW FOR CONTAINER HIERARCHY	9442627	14264226	Issued	9/13/2016
COMPACT ZOOMABLE DATE PICKER	9454290	14212103	Issued	9/27/2016
SELECTIVE DATA TRANSFORMATION AND ACCESS FOR SECURE CLOUD ANALYTICS	9454671	14276350	Issued	9/27/2016
NOTE ATLAS	9501496	13905422	Issued	11/22/2016
SITE CONTENT CLIPPING CONTROL	9519725	13227798	Issued	12/13/2016

<u>Title:</u>	<u>Patent Number:</u>	<u>Application Serial Number:</u>	<u>Issued Or Published?</u>	<u>Issue Date:</u>
GLARE MITIGATION FOR DYNAMIC DOCUMENT SCANNING	9503612	14881617	Issued	11/22/2016
AUTOMATIC SCANNING OF DOCUMENT STACK WITH A CAMERA	9578195	15002444	Issued	2/21/2017
FAST MOBILE MAIL WITH CONTEXT INDICATORS	9628296	13689932	Issued	4/18/2017
PROGRAMMABLE TOUCH EMULATING DEVICE	9665205	14601521	Issued	5/30/2017
MATRIX CAPTURE OF LARGE SCANNED DOCUMENTS	9674396	14967462	Issued	6/6/2017
HAPTIC COMMUNICATIONS	9754464	15132531	Issued	9/5/2017
USER DISCOVERY VIA DIGITAL ID AND FACE RECOGNITION	9773162	14564709	Issued	9/26/2017
CONTENT ASSOCIATIONS AND SHARING FOR SCHEDULED EVENTS	9773231	14227292	Issued	9/26/2017
DISTRIBUTED APPLICATION FUNCTIONALITY AND USER INTERFACE FOR MULTIPLE CONNECTED MOBILE DEVICES	9800995	14547337	Issued	10/24/2017
AUTOMATIC PROTECTION OF PARTIAL DOCUMENT CONTENT	9875369	14156777	Issued	1/23/2018
ROUTING AND ACCESSING CONTENT PROVIDED BY AN	9960932	13690002	Issued	5/1/2018

<u>Title:</u>	<u>Patent Number:</u>	<u>Application Serial Number:</u>	<u>Issued Or Published?</u>	<u>Issue Date:</u>
AUTHORING APPLICATION				
ASSISTED MEMORIZING OF EVENT-BASED STREAMS OF MOBILE CONTENT	9977828	14037562	Issued	5/22/2018
NOTE PAD HOLDER ¹	D709130	29468160	Issued	7/15/2014
NOTE PAD HOLDER ¹	D709131	29468155	Issued	7/15/2014
TABLET DISH	D722062	29495609	Issued	2/3/2015
TABLET PLATFORM	D722063	29495613	Issued	2/3/2015
MONITOR PLATFORM	D722065	29495616	Issued	2/3/2015
LAPTOP PLATFORM	D722064	29495615	Issued	2/3/2015
CATCHALL TRAY	D750171	29495611	Issued	2/23/2016
SLOTTED CUP	D769971	29495607	Issued	10/25/2016
Coordinated piecewise bezier vectorization	10743035	16279856	Issued	8/11/2020
Automatic protection of partial document content	10671743	16386150	Issued	6/2/2020
Contextual identification of information feeds associated with content entry	10824796	16387367	Issued	11/3/2020
AUTOMATIC DETECTION AND TRANSFER OF RELEVANT IMAGE DATA TO CONTENT COLLECTIONS	10929461	15658361	Issued	2/23/2021
RELATIONSHIP-BASED SEARCH	10909485	16162150	Issued	2/2/2021

¹ This patent is jointly owned by the Grantor and 3M Innovative Properties Company and the security interest granted under this Agreement only pertains to the portion of the patent owned by the Grantor.

<u>Title:</u>	<u>Patent Number:</u>	<u>Application Serial Number:</u>	<u>Issued Or Published?</u>	<u>Issue Date:</u>
CONTENT ASSOCIATIONS AND SHARING FOR SCHEDULED EVENTS		16162055	Published	
TASK-BASED ACTION GENERATION		16162086	Published	
Recording meeting audio via multiple individual smartphones		16904434	Published	
Extracting structured data from handwritten and audio notes		16908590	Published	
Fast identification of text intensive pages from photographs		16455543	Published	
User driven clipping based on content type		16653672	Published	
Initializing chat sessions by pointing to content		16723292	Published	
Automatic generation of preferred views for personal content collections		16773890	Published	
Automatic protection of partial document content		16872281	Published	
Contextual identification of information feeds associated with content entry		17030231	Published	
Related notes and multi-layer search in personal and shared content		13852283	Published	
Coordinated piecewise bezier vectorization		16989733	Published	
Dynamic targeting of preferred objects in		15079513 ²	Pending	

² Confirm accuracy of application no. / remove from all schedules - property not found in USPTO databases.

<u>Title:</u>	<u>Patent Number:</u>	<u>Application Serial Number:</u>	<u>Issued Or Published?</u>	<u>Issue Date:</u>
video stream of smartphone camera				
Restoring full online documents from scanned paper fragments		16988530	Published	
Building training data and similarity relations for semantic space		17001311	Published	
Relationship-based search		17164673	Published	
Automatic detection and transfer of relevant image data to content collections		17170697	Published	
SYSTEMS AND METHODS FOR OBTAINING SEARCH RESULTS		16112534	Published	