

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM724155

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Showpad, Inc.		04/26/2022	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Canadian Imperial Bank of Commerce		
<b>Street Address:</b>	81 Bay Street		
<b>Internal Address:</b>	10th Floor		
<b>City:</b>	Toronto		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M5J 0E7		
<b>Entity Type:</b>	National Banking Association: CANADA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5276263	SP	
<b>Registration Number:</b>	5276262	SHOWPADS	
<b>Registration Number:</b>	5481006	LEARNCORE	
<b>Registration Number:</b>	4623922	PITCH IQ	
<b>Registration Number:</b>	6180940	PITCH IQ	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Phone:</b>	(619) 699-2708		
<b>Email:</b>	christian.cruz@us.dlapiper.com		
<b>Correspondent Name:</b>	DLA Piper LLP (US)		
<b>Address Line 1:</b>	401 B Street		
<b>Address Line 2:</b>	Suite 1700		
<b>Address Line 4:</b>	San Diego, CALIFORNIA 92101		
<b>NAME OF SUBMITTER:</b>	Matt Schwartz		
<b>SIGNATURE:</b>	/s/ Matt Schwartz		
<b>DATE SIGNED:</b>	04/26/2022		

CH \$140.00 5276263

**Total Attachments: 6**

source=CIBC\_Showpad\_IP Security Agreement (Inc)#page1.tif

source=CIBC\_Showpad\_IP Security Agreement (Inc)#page2.tif

source=CIBC\_Showpad\_IP Security Agreement (Inc)#page3.tif

source=CIBC\_Showpad\_IP Security Agreement (Inc)#page4.tif

source=CIBC\_Showpad\_IP Security Agreement (Inc)#page5.tif

source=CIBC\_Showpad\_IP Security Agreement (Inc)#page6.tif

## 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 April 26, 2022, between CANADIAN IMPERIAL BANK OF COMMERCE (“**Bank**”) and SHOWPAD, INC., a Delaware corporation (“**Grantor**”).

### RECITALS

A. Bank and Grantor are entering into a Credit Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the “**Credit Agreement**”). Defined terms used herein without definition shall have the meanings set forth in the Credit Agreement.

B. The Obligations are secured by the Collateral, as defined in the Credit Agreement, including without limitation, all of Grantor’s Intellectual Property.

C. Grantor’s execution and delivery of this Agreement is a condition to the effectiveness of the Credit Agreement.

### AGREEMENT

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

1. To secure the Obligations, Grantor grants Bank a security interest in all of Grantor’s right, title and interest in its Intellectual Property, as defined in the Guarantee and Collateral Agreement. Grantor hereby confirms that the attached schedules of Grantor’s copyright, patent and trademark applications and registrations, which 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.

2. Grantor hereby authorizes Bank to (a) modify this Agreement unilaterally by amending the exhibits to this Agreement solely to include any Intellectual Property registrations or applications for registrations 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 with the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

3. This Agreement is a Loan Document. 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, without limitation, any state law based on the Uniform Electronic Transactions Act.

[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.

Address of Grantor:

Showpad, Inc.  
1 N. State Street, 11<sup>th</sup> Floor  
Chicago, IL 60602

GRANTOR:

SHOWPAD, INC.

By: 

Name: Matthew Miller

Title: Chief Financial Officer

Address of Bank:

Canadian Imperial Bank of Commerce  
81 Bay Street, 4<sup>th</sup> Floor  
Toronto, ON M5J 2C2  
Attention: Caroline Tkatschow; Ramin Ganjavi  
Email: [caroline.tkatschow@cibc.com](mailto:caroline.tkatschow@cibc.com);  
[ramin.ganjavi@cibc.com](mailto:ramin.ganjavi@cibc.com)

BANK:

CANADIAN IMPERIAL BANK OF COMMERCE

By: \_\_\_\_\_

Name: Caroline Tkatschow

Title: Authorized Signatory

By: \_\_\_\_\_

Name: Ramin Ganjavi

Title: Authorized Signatory

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

Address of Grantor:

Showpad, Inc.  
1 N. State Street, 11<sup>th</sup> Floor  
Chicago, IL 60602

**GRANTOR:**

SHOWPAD, INC.

By: \_\_\_\_\_

Name: Matthew Miller  
Title: Chief Financial Officer

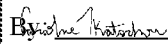
Address of Bank:

Canadian Imperial Bank of Commerce  
CIBC Innovation Banking  
81 Bay Street, 10<sup>th</sup> Floor  
Toronto, ON M5J 0E7  
Attention: Caroline Tkatschow; Ramin Ganjavi  
Email: caroline.tkatschow@cibc.com;  
ramin.ganjavi@cibc.com

**BANK:**


CANADIAN IMPERIAL BANK OF COMMERCE

DocuSigned by:

By:  \_\_\_\_\_

Name: Caroline Tkatschow  
Title: Authorized Signatory

DocuSigned by:

By:  \_\_\_\_\_

Name: Ramin Ganjavi  
Title: Authorized Signatory