

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM731340

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		LICENSE	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Plantopia Global ULC		05/09/2022	unlimited liability company: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Dwight Funding LLC		
<b>Street Address:</b>	787 Eleventh Avenue		
<b>Internal Address:</b>	10th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10019		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 54</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	97155131		
<b>Serial Number:</b>	97155132		
<b>Serial Number:</b>	97155126	HOUSEPLANT	
<b>Serial Number:</b>	97155127		
<b>Serial Number:</b>	97155128		
<b>Serial Number:</b>	90824253	ASHTRAY SET BY SETH	
<b>Serial Number:</b>	88929934		
<b>Serial Number:</b>	88821488	SWAP-A-ROO	
<b>Serial Number:</b>	88735033	HOUSEPLANT	
<b>Serial Number:</b>	88703834	HOUSEPLANT	
<b>Registration Number:</b>	6623389	HOUSEPLANT	
<b>Registration Number:</b>	6623391		
<b>Serial Number:</b>	88703838		
<b>Serial Number:</b>	88512583	HOUSEPLANT LEMON	
<b>Serial Number:</b>	88512588	HOUSEPLANT GRAPEFRUIT	
<b>Serial Number:</b>	88453670		
<b>Serial Number:</b>	88453699		
<b>Serial Number:</b>	88453690		

CH \$1365.00 97155131

Property Type	Number	Word Mark
Serial Number:	88453680	HOUSEPLANT INDICA
Serial Number:	88453682	HOUSEPLANT HYBRID
Serial Number:	88453677	
Serial Number:	88453693	
Serial Number:	88453695	
Serial Number:	88453679	
Serial Number:	88453706	
Serial Number:	88453684	HOUSEPLANT SATIVA
Serial Number:	88453687	HOUSEPLANT HYBRID
Serial Number:	88453686	HOUSEPLANT INDICA
Serial Number:	88453703	
Serial Number:	88450509	HOUSEPLANT HYBRID
Serial Number:	88450497	HOUSEPLANT INDICA
Serial Number:	88450480	HOUSEPLANT SATIVA
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Serial Number:	88344829	HOUSEPLANT HYBRID
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Serial Number:	88345323	
Serial Number:	88978969	HOUSEPLANT SATIVA
Serial Number:	88978970	HOUSEPLANT INDICA
Serial Number:	88047092	HOUSEPLANT
Serial Number:	88047088	HOUSEPLANT
Serial Number:	88047091	HOUSEPLANT
Serial Number:	88047087	HOUSEPLANT

**CORRESPONDENCE DATA**

**TRADEMARK**  
**REEL: 007738 FRAME: 0720**

**Fax Number:** 3146215065

**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:** 212-209-4400

**Email:** iptm@armstrongteasdale.com, jwurst@atllp.com, rzender@atllp.com, ddiamondwood@atllp.com

**Correspondent Name:** Jeffrey A. Wurst/Armstrong Teasdale LLP

**Address Line 1:** 7 Times Square

**Address Line 2:** 44th Floor

**Address Line 4:** New York, NEW YORK 10019

<b>NAME OF SUBMITTER:</b>	Jeffrey A. Wurst
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<b>SIGNATURE:</b>	/Jeffrey A. Wurst/
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<b>DATE SIGNED:</b>	05/31/2022
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**Total Attachments: 16**

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**PLANTOPIA GLOBAL ULC  
550 BARRARD STREET, SUITE 2300  
BENTALL 5, VANCOUVER, BC V6C 2B5**

May 9, 2022

Dwight Funding LLC  
787 Eleventh Ave., 10th Floor  
New York, NY 10019  
ATT: Ben Brachot, Managing Member

Dear Mr. Brachot:

Reference is made to that certain Loan and Security Agreement dated on or about May 9, 2022, entered into by and between Dwight Finding LLC, as Lender (“Dwight”) and S49 Ventures LLC (“Houseplant”), as Borrower (the “LSA”). As you are aware, Plantopia Global ULC (“Plantopia”) is the owner of all patents, patent applications, trademarks and trade names used by Houseplant, whether registered in the United States or abroad, including but not limited to those identified on the schedules annexed hereto (the “Intellectual Property”). All or much of Houseplant’s inventory collateral (the “Inventory”) utilizes the Intellectual Property.

As an inducement to Dwight to make loans and advances to Houseplant in reliance upon the Inventory, Plantopia hereby grants Dwight, its successors and assigns, an irrevocable worldwide, non-exclusive, royalty-free license to use the Intellectual Property following the occurrence of an Event of Default (as defined in the LSA) that has not been waived by Dwight until the Indebtedness (as such term is defined in the LSA) is paid in full, solely for the purpose of sales of Inventory and corresponding advertising, promotion, and publicity in substantially the same manner as conducted by Houseplant. If at any time prior the full repayment of the Indebtedness, Plantopia determines to sell the Intellectual Property, or any of it, such sale shall be made subject to and conditioned upon the grant set forth in this letter agreement. Plantopia acknowledges that it owns all right, title, and interest in and to the Intellectual Property, and agrees that it will do nothing inconsistent with such ownership. Dwight acknowledges that, as between Plantopia and Dwight, the goodwill of the Intellectual Property is owned exclusively by Plantopia and any goodwill created by Dwight’s use of the Intellectual Property shall inure to Plantopia’s benefit. The license granted hereunder shall automatically terminate on the earlier to occur of (i) the payment in full of the Indebtedness and (ii) the sale of all Inventory bearing any of the Intellectual Property.

This Agreement will be governed by and interpreted according to the laws of the State of New York. The state and federal courts in the State of New York shall have exclusive jurisdiction and venue over all controversies in connection herewith, and each party hereby consents to such exclusive and personal jurisdiction and venue. Any judgment obtained against Plantopia in connection with this letter agreement may be entered in any court having jurisdiction over it, whether domestic or foreign.

Very truly yours,

Plantopia Global ULC

By: Michael Mohr  
Name: Michael Mohr  
Title: Authorized Signatory

**SCHEDULE A**

**COPYRIGHT COLLATERAL**

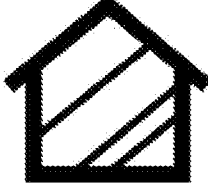



NONE

**SCHEDULE B**

**PATENT COLLATERAL**






NONE

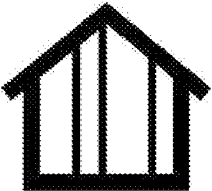
**TRADEMARKS AND TRADE NAMES**  
**UNITED STATES TRADEMARKS**

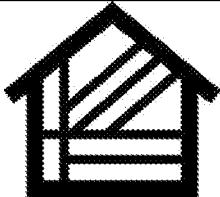


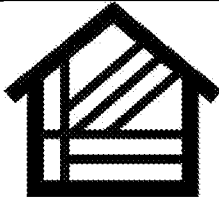


<u>Owner</u>	<u>Country</u>	<u>Trademark</u>	<u>App/Reg. No.</u>	<u>App/Reg. Date</u>
Plantopia Global ULC	US		97155131	12/03/2021
Plantopia Global ULC	US		97155132	12/03/2021
Plantopia Global ULC	US	HOUSEPLANT	97155126	12/03/2021
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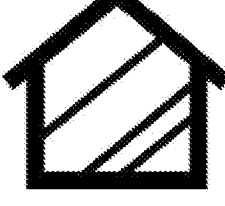

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Plantopia Global ULC	US	HOUSEPLANT	88735033	12/20/2019
Plantopia Global ULC	US	HOUSEPLANT	88703834	11/22/2019
Plantopia Global ULC	US	HOUSEPLANT	6623389	01/18/2022
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Plantopia Global ULC	US		88703838	11/22/2019
Plantopia Global ULC	US	HOUSEPLANT LEMON	88512583	07/12/2019
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Plantopia Global ULC	US		88453699	05/30/2019
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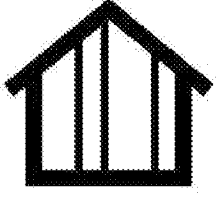

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Plantopia Global ULC	US	HOUSEPLANT HYBRID	88450509	05/29/2019
Plantopia Global ULC	US	HOUSEPLANT INDICA	88450497	05/29/2019
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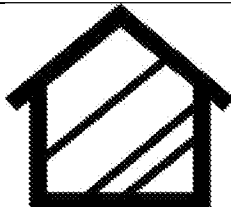

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Plantopia Global ULC	US	HOUSEPLANT	88047091	07/21/2018
Plantopia Global ULC	US	HOUSEPLANT	88047087	07/21/2018

**FOREIGN TRADEMARKS**

<u>Owner</u>	<u>Country</u>	<u>Trademark</u>	<u>App/Reg. No.</u>	<u>App/Reg. Date</u>
Plantopia Global ULC	CA		2150761	12/01/2021
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Plantopia Global ULC	CA		2150759	12/01/2021
Plantopia Global ULC	CA		2150763	12/01/2021
Plantopia Global ULC	CA		2150762	12/01/2021
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Plantopia Global ULC	DK	HOUSEPLANT	VA201901340	06/11/2019

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Plantopia Global ULC	DK		VA201901216	05/23/2019
Plantopia Global ULC	CA		1933600	11/30/2018
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