

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM805422

<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>
WUNDERKIND CORPORATION		04/21/2023	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	FIRST-CITIZENS BANK & TRUST COMPANY		
<b>Street Address:</b>	3003 Tasman Drive		
<b>City:</b>	Santa Clara		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	95054		
<b>Entity Type:</b>	Corporation: NORTH CAROLINA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5962810	MESSAGEBUY	
<b>Registration Number:</b>	6584601	CONVERSATIONAL CART RECOVERY	
<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>	2023704750		
<b>Email:</b>	ipteam@cogencyglobal.com		
<b>Correspondent Name:</b>	Rodney Boulware		
<b>Address Line 1:</b>	1025 Connecticut Ave NW, Suite 712		
<b>Address Line 2:</b>	COGENCY GLOBAL INC.		
<b>Address Line 4:</b>	Washington, D.C. 20036		
<b>ATTORNEY DOCKET NUMBER:</b>	1969712 S		
<b>NAME OF SUBMITTER:</b>	Diane Giacomozzi		
<b>SIGNATURE:</b>	/Diane Giacomozzi/		
<b>DATE SIGNED:</b>	04/24/2023		
<b>Total Attachments: 4</b>			
source=2287080 - Third Amendment to Intellectual Property Security Agreement (Senior) - Wunderkind (UK Borr#page1.tif			

OP \$65.00 5962810

source=2287080 - Third Amendment to Intellectual Property Security Agreement (Senior) - Wunderkind (UK  
Borr#page2.tif

source=2287080 - Third Amendment to Intellectual Property Security Agreement (Senior) - Wunderkind (UK  
Borr#page3.tif

source=2287080 - Third Amendment to Intellectual Property Security Agreement (Senior) - Wunderkind (UK  
Borr#page4.tif

### THIRD AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Third Amendment to Intellectual Property Security Agreement (this "Amendment") is made as of April 21, 2023, by and between **FIRST-CITIZENS BANK & TRUST COMPANY** ("Bank") and **WUNDERKIND CORPORATION**, a Delaware corporation, with its principal place of business located at 285 Fulton Street, 74<sup>th</sup> Floor, New York, New York 10007 ("Grantor").

#### Recitals

A. Grantor, SmarterHQ, Inc., SmarterHQ Intermediate Holdings, Inc. and Bank have previously entered into a certain Third Amended and Restated Senior Loan and Security Agreement dated as of June 5, 2020, among Grantor, SmarterHQ, Inc., SmarterHQ Intermediate Holdings, Inc. and Bank, as amended by a certain Joinder and First Loan Modification Agreement dated as of January 26, 2021, as further amended by a certain Second Loan Modification Agreement dated as of November 1, 2021, as further amended by a certain Third Loan Modification Agreement dated as of September 9, 2022, and as further amended by a certain Fourth Loan Modification Agreement date as of the date hereof.

B. To secure certain obligations and liabilities to Bank, Grantor has previously granted Bank a security interest in the Intellectual Property Collateral pursuant to that certain Intellectual Property Security Agreement dated as of June 5, 2020, as amended by that certain First Amendment to Intellectual Property Security Agreement dated as of January 26, 2021, as further amended by that certain Second Amendment to Intellectual Property Security Agreement dated as of November 1, 2021 (as has been and as may be further amended, modified, restated, replaced, or supplemented from time to time, the "IP Security Agreement"). Capitalized terms used but not otherwise defined herein shall have the same meaning as in the IP Security Agreement.

C. Grantor and Bank have agreed to enter into this Amendment.

NOW, THEREFORE, GRANTOR AND BANK AGREE AS FOLLOWS:

A. MODIFICATIONS TO THE IP SECURITY AGREEMENT. The IP Security Agreement shall be amended by deleting the following text, appearing in Recital A thereof:

1. Exhibit B to the IP Security Agreement is hereby supplemented, but not replaced, by adding thereto (in addition to all items already listed thereon) the property set forth on Schedule B-1 attached hereto.
2. Exhibit C to the IP Security Agreement is hereby supplemented, but not replaced, by adding thereto (in addition to all items already listed thereon) the property set forth on Schedule C-2 attached hereto.

B. RATIFICATION OF IP SECURITY AGREEMENT. Grantor hereby ratifies, confirms and reaffirms, all and singular, the terms and conditions of the IP Security Agreement, and acknowledges, confirms and agrees that the IP Security Agreement, as amended by this Amendment, contains an accurate and complete listing of all Intellectual Property Collateral as of the date hereof and shall remain in full force and effect.

C. COUNTERSIGNATURE. This Amendment shall become effective only when it shall have been executed by Grantor and Bank.

*[The remainder of this page is intentionally left blank]*

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

**GRANTOR:**

WUNDERKIND CORPORATION

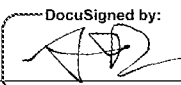
By:  \_\_\_\_\_  
F519209C9B8B4EC...

Name: David MacCallum

Title: Chief Business Officer

**BANK:**

FIRST-CITIZENS BANK & TRUST COMPANY

By:  \_\_\_\_\_  
B63D80DD79C0461...

Name: Tyler Dietrich

Title: Managing Director

## SCHEDULE B-1

## Patents

<u>Application</u> <u>Number</u>	<u>Country</u>	<u>Patent Application Title</u>	<u>Status</u>	<u>Filed</u> <u>Date</u>	<u>Grant</u> <u>Date</u>	<u>Patent No.</u>
<u>16/872334</u>	<u>United States</u>	<u>Software Enabling Automated Upsell Text Messaging For Retailers Within Shipping Notification Text Messages</u>	<u>Published</u>	<u>11 May 2020</u>	<u>24 May 2022</u>	<u>US- 11341568-B1</u>

## SCHEDULE C-2

## Trademarks

<u>Trademark</u>	<u>Country</u>	<u>Appl. No.</u>	<u>Appl. Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Goods/Services</u>	<u>Status</u>
	<u>United States</u>	<u>88189417</u>	<u>11 Nov. 2018</u>	<u>5962810</u>	<u>14 Jan 2020</u>	<u>IC 042. US 100 101. G &amp; S: online non-downloadable software for use in the field of retail sales and ecommerce</u>	<u>Registered</u>
<u>Conversational Cart Recovery</u>	<u>United States</u>	<u>90135098</u>	<u>25 Aug. 2020</u>	<u>6584601</u>	<u>7 Dec. 2021</u>	<u>IC 038. US 100 101 104. G &amp; S: Electronic messaging services; Electronic transmission of messages.</u>	<u>Registered</u>

ny-2287080