

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM579820

<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>
VAYNERCOMMERCE, LLC		05/29/2020	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BANKUNITED, N.A.		
<b>Street Address:</b>	14817 Oak Lane		
<b>City:</b>	Miami Lakes		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33016		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4093347	INSPIRE ACTION	
<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>Email:</b>	michael.cannata@rivkin.com		
<b>Correspondent Name:</b>	Michael C. Cannata		
<b>Address Line 1:</b>	926 RXR Plaza		
<b>Address Line 4:</b>	Uniondale, NEW YORK 11556-0926		
<b>NAME OF SUBMITTER:</b>	Michael C. Cannata		
<b>SIGNATURE:</b>	/Michael C. Cannata/		
<b>DATE SIGNED:</b>	06/05/2020		
<b>Total Attachments: 4</b>			
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source=RR-NY-#4851962-v1-Executed_Vayner_Grant_of_Security_Interest#page2.tif			
source=RR-NY-#4851962-v1-Executed_Vayner_Grant_of_Security_Interest#page3.tif			
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OP \$40.00 4093347

**GRANT OF SECURITY INTEREST (TRADEMARKS)**

The undersigned, **VAYNERCOMMERCE, LLC**, a Delaware limited liability company (the “*Grantor*”), is obligated to **BANKUNITED, N.A.** (the “*Secured Party*”) pursuant to that certain amended and restated loan and security agreement dated as of July 25, 2017, as amended (as further amended, restated, supplemented or otherwise modified from time to time, the “*Loan Agreement*”), by and among the Grantor, certain of Grantor’s affiliates, and the Secured Party.

Pursuant to the Loan Agreement, the Grantor has granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered or pending registration in the United States Patent and Trademark Office (the “*Trademarks*”), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the “*Collateral*”), to secure the prompt payment, performance and observance of the Obligations (as defined in the Loan Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further grant to the Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Loan Agreement).

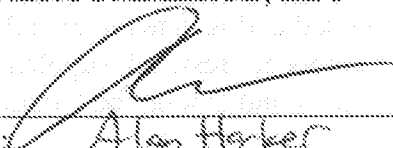
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Collateral made and granted hereby are set forth in the Loan Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party’s address is: 14817 Oak Lane, Miami Lakes, Florida 33016.

(Signature Page Follows)

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 29th day of May, 2020.

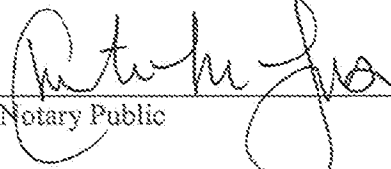
VAYNERCOMMERCE, LLC

By:   
Name: Alan Herber  
Title: CFO

*(Signature Page to Grant of Trademark Security Interest -- VaynerCommerce, LLC)*

STATE OF NEW YORK )  
 ) SS.  
COUNTY OF SUFFOLK )

On the 22<sup>nd</sup> day of May in the year 2020 before me, the undersigned, personally appeared Alan Harkee, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

  
Notary Public

CHRISTINA M. TORRES  
Notary Public, State of New York  
No. G1TO6338330  
Qualified in Suffolk County  
Commission Expires March 07, 2024

*(Notary Page to Grant of Trademark Security Interest -- VaynerCommerce, LLC)*

**SCHEDULE 1  
TO  
GRANT OF SECURITY INTEREST (TRADEMARKS)  
BY VAYNERCOMMERCE, LLC**

**Dated as of May 29, 2020**

<u><b>MARK</b></u>	<u><b>SERIAL NO.</b></u>	<u><b>REGISTRATION NO.</b></u>
INSPIRE ACTION	85296805	4093347

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