

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM756407

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PSPIB UNITAS INVESTMENTS II INC., in its capacity as collateral agent		09/15/2022	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	D-WAVE SYSTEMS INC.		
Street Address:	3033 Beta Avenue		
City:	Burnaby		
State/Country:	CANADA		
Postal Code:	V5G 4M9		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4708470	D-WAVE	
Registration Number:	6318033	D-WAVE	
Registration Number:	6170086	D-WAVE	
Registration Number:	6053974	LEAP	
CORRESPONDENCE DATA			
Fax Number:	6462193046		
<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:	2123732594		
Email:	rlyne@paulweiss.com, mangelopoulos@paulweiss.com, mmcgurie@paulweiss.com, hpierrot@paulweiss.com		
Correspondent Name:	Rebecca B. Lyne		
Address Line 1:	1285 Avenue of the Americas		
Address Line 2:	Paul Weiss Rifkind Wharton & Garrison LLP		
Address Line 4:	New York, NEW YORK 10019-6064		
ATTORNEY DOCKET NUMBER:	021641-00002		
NAME OF SUBMITTER:	Rebecca B. Lyne		
SIGNATURE:	/s/ Rebecca Lyne		
DATE SIGNED:	09/20/2022		

CH \$115.00 4708470

Total Attachments: 6

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NOTICE OF RELEASE OF
SECURITY INTEREST IN TRADEMARKS

This NOTICE OF RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “Release”), effective as of September 15, 2022 is made by PSPIB UNITAS INVESTMENTS II INC., in its capacity as collateral agent (referred to herein as the “Collateral Agent”), in favor of D-WAVE SYSTEMS INC., a Canadian corporation (the “Company”), pursuant to that certain Intellectual Property Security Agreement, dated as of March 3, 2022 (and as the same may be further amended or modified from time to time, the “Security Agreement”), among the Company, the Collateral Agent and other parties thereto.

W I T N E S S E T H:

WHEREAS, in connection with the Security Agreement, the Company executed and delivered the Notice of Grant of Security Interest in Trademarks, dated as of March 3, 2022, in favor of the Collateral Agent (the “Trademark Security Agreement”);

WHEREAS, pursuant to the Trademark Security Agreement, the Company pledged and granted to the Collateral Agent for the benefit of the other Secured Parties a lien on and continuing security interest in all of their intellectual property, including but not limited to the trademarks, service marks and trademark and service mark registrations and applications set forth on Schedule A attached hereto, together with the goodwill of the business symbolized thereby (the “Released Trademarks”);

WHEREAS, the Collateral Agent recorded its security interest in the Released Trademarks with the United States Patent and Trademark Office (the “USPTO”) on March 3, 2022, at Reel/Frame No. 007649/0587; and

WHEREAS, the Collateral Agent has duly authorized the execution, delivery and performance of this Release.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Collateral Agent agrees, for the benefit of the Company, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Release, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and Security Agreements, as applicable (it being understood that, in the event of any conflict, such terms shall have the meanings provided or provided by reference in the Security Agreements).

SECTION 2. Release of Security Interest. The Collateral Agent does hereby release, relinquish and discharge its lien on and security interest in, and right of setoff against, all of the Company’s right, title and interest in, to and under the Released Trademarks.

SECTION 3. Termination. The Collateral Agent, without any recourse, representation or warranty, hereby terminates and cancels the Trademark Security Agreement.

SECTION 4. Further Assurances. The Collateral Agent hereby authorizes the Company or the Company’s authorized representative to (i) record this Release with the USPTO,

(ii) file UCC financing statement amendments with the applicable filing office in order to memorialize the release of the security interest of the Collateral Agent in the Released Trademarks and/or (iii) otherwise record or file this Release in the applicable governmental office or agency. The Collateral Agent further agrees to execute and deliver to the Company any and all further documents and instruments, and do any and all further acts which the Company (or their agents or designees) reasonably request (at the Company's sole cost and expense) in order to confirm this Release and the Company's right, title and interest in, to and under the Released Trademarks.

SECTION 5. Choice of Law. This Release shall be governed by, and construed in accordance with, the laws of the state of New York, but giving effect to federal laws applicable to national banks.

SECTION 6. Counterparts. This Release may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

[Signatures Follow On Next Page.]

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the date set forth above.

PSPIB UNITAS INVESTMENTS II INC.,
as Collateral Agent

DocuSigned by:
Michael Larkin
By: 72F90AB8C5ED47E
Name: Michael Larkin
Title: Authorized Signatory

DocuSigned by:
Jonathan Ostrzega
By: 3ED18A3C16ED4B8...
Name: Jonathan Ostrzega
Title: Authorized Signatory

SCHEDULE A

U.S. Trademark Applications and Registrations

Mark	Country	Appln./Regn. No.	Appln./Regn. Date	Owner	Status	Class(es)/Description of Goods/Services
"D-WAVE" (Wordmark)	US	4708470	2015-Mar-24	D-Wave Systems Inc.	Registered	<p>International Class 009: Computer hardware; computer processors; computer software for solving complex mathematical problems in relation to the processing of complex algorithms and related calculations; Industrial refrigerators for use in cooling computers which are sold as an integral part of computers.</p> <p>International Class 011: Industrial refrigerators.</p> <p>International Class 037: Maintenance of computer hardware; Technical support services, namely, troubleshooting in the nature of the maintenance and repair of computer hardware.</p> <p>International Class 042: Maintenance of computer software; Technical support services, namely, troubleshooting in the nature of diagnosing computer hardware and software problems; Computer software development services; Computer software application consulting services; Computer software application development and computer system integration services; Computer hardware and software consulting services.</p> <p>International Class 009: Downloadable computer software development tools for use in the field of quantum computing; Downloadable software and applications for machine learning; Downloadable electronic data files, namely, machine learning computer models; Downloadable computer software and applications for solving or sampling problems related to binary quadratic model problems; Quantum Hamiltonian problems, and other problems related to the operation and functionality of quantum computers; Downloadable quantum and hybrid quantum-classical International Class 009: Downloadable computer software development tools for use in the field of quantum computing; Downloadable software and applications for machine learning; Downloadable electronic data files, namely, machine learning computer models; Downloadable computer software and applications for solving or sampling problems related to binary quadratic model problems; Quantum Hamiltonian problems, and other problems related to the</p>
"D-WAVE" (Wordmark)	US	6318033	2021-Apr-13	D-Wave Systems Inc.	Registered	<p>International Class 009: Downloadable computer software development tools for use in the field of quantum computing; Downloadable software and applications for machine learning; Downloadable electronic data files, namely, machine learning computer models; Downloadable computer software and applications for solving or sampling problems related to binary quadratic model problems; Quantum Hamiltonian problems, and other problems related to the operation and functionality of quantum computers; Downloadable quantum and hybrid quantum-classical International Class 009: Downloadable computer software development tools for use in the field of quantum computing; Downloadable software and applications for machine learning; Downloadable electronic data files, namely, machine learning computer models; Downloadable computer software and applications for solving or sampling problems related to binary quadratic model problems; Quantum Hamiltonian problems, and other problems related to the</p>

Mark	Country	Appln./Regn. No.	Appln./Regn. Date	Owner	Status	Class(es)/Description of Goods/Services
"D-WAVE" (Wordmark)	US	6170086	2020-Oct-06	D-Wave Systems Inc.	Registered	International Class 009: Quantum computers. operation and functionality of quantum computers; Downloadable quantum and hybrid quantum-classical computing software and applications for solving or sampling problems related to binary quadratic model problems; Quantum Hamiltonian problems, and other problems related to the operation and functionality of quantum computers.
"LEAP" (Wordmark)	US	6053974	2020-May-12	D-Wave Systems Inc.	Registered	International Class 009: Downloadable teaching materials, technology documentation and reference material, electronic publications in the nature of books, magazines, brochures, articles and research papers, all in the field of quantum computing; Downloadable software International Class 042: Cloud quantum computing services, namely, providing temporary use of online non-downloadable quantum and hybrid quantum-classical computer software and applications for solving or sampling problems related to binary quadratic model problems; Quantum Hamiltonian problems, and other problems related to the operation and functionality of quantum computers; Providing temporary use of online non-downloadable software development tools for quantum computing software development; Technical support services for cloud quantum computing services, namely, troubleshooting of quantum computing systems and software problems; Consulting services in the field of cloud quantum computing; Technical support services, namely, providing an internet support portal and community forum in the field of cloud quantum computing services; Machine learning services, namely, development of machine learning algorithms, computer models, computer software, and computer applications for others; Design of integrated circuits, large scale integrated circuits, wafers for integrated circuits, superconducting quantum computer processing units and superconducting quantum computer processing units that employ qubits; Development and design of quantum and hybrid quantum-classical computing software and applications; Providing online non-downloadable software and applications for machine learning; Providing online non-downloadable computer software and applications for solving or sampling problems related to binary quadratic model problems; Quantum Hamiltonian problems, and other problems related to the operation and functionality of quantum computers.

Mark	Country	Appln./Regn. No.	Appln./Regn. Date	Owner	Status	Class(es)/Description of Goods/Services
						<p>development tools for quantum computing software development.</p> <p>International Class 038: Providing online forums to allow developers to post and advertise their projects, results and programming capabilities in the field of quantum computing and to allow others to find novel applications and expert talents in the field of quantum computing software development; Providing multiple-user access to online educational demonstrations, training material, technology documentation, reference material, news, publications, research papers and prototype applications by means of the Internet and global computer information networks, all in the field of quantum computing; Providing an on-line forum for technical support in the field of quantum computing systems and software.</p> <p>International Class 041: Educational and training services, namely, providing online demonstrations and training and online non-downloadable teaching materials, technology documentation and reference material, publications in the nature of books, magazines, brochures and articles, research papers, and prototype-applications and news, all in the field of quantum computing.</p> <p>International Class 042: Cloud quantum computing services, namely, providing temporary use of online non-downloadable quantum computing software systems and online non-downloadable software development tools for quantum computing software development; Providing support services for cloud quantum computing services in the form of troubleshooting of quantum computing systems and software problems and technical support services in the form of an internet website portal featuring information in the field of quantum computing systems; Custom design and development of cloud quantum computing systems for others; consulting services in the field of cloud quantum computing.</p>

TRADEMARK

REEL: 007850 FRAME: 0484

RECORDED: 09/20/2022