

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM573701

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Third Supplement to Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OUTBRAIN INC.		04/24/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Silicon Valley Bank		
Street Address:	3003 TASMAN DRIVE, HF 150		
City:	SANTA CLARA		
State/Country:	CALIFORNIA		
Postal Code:	95054		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	87794424	SPHERE	
Serial Number:	87797955	SPHERE	
Serial Number:	87797958	SPHERE BY OUTBRAIN	
Serial Number:	88076720	SPHERE BY OUTBRAIN	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<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:	202-370-4756		
Email:	ipteam@cogencyglobal.com		
Correspondent Name:	Jay daSilva		
Address Line 1:	1025 Vermont Ave NW, Suite 1130		
Address Line 2:	COGENCY GLOBAL INC.		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	1214094 TM		
NAME OF SUBMITTER:	Sarah Mackin		
SIGNATURE:	/Sarah Mackin/		
DATE SIGNED:	04/27/2020		
Total Attachments: 18			

OP \$115.00 87794424

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THIRD SUPPLEMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Third Supplement to Intellectual Property Security Agreement (this "Supplement") is made as of the 24th day of April, 2020 by OUTBRAIN INC., a Delaware corporation (the "Grantor") in favor of Silicon Valley Bank (the "Grantee").

WHEREAS, the Grantor executed and delivered an Intellectual Property Security Agreement dated November 20, 2014 and recorded with the Patent Division of the U.S. Patent and Trademark Office on November 21, 2014 at Reel 034315 and Frame 0093 and recorded with the Trademark Division of the U.S. Patent and Trademark Office on November 21, 2014 at Reel 5405 and Frame 0676 (as amended from time to time hereinafter, the "Existing Grant") in favor of the Grantee, pursuant to which the Grantor's pledged, assigned and granted a security interest in certain Intellectual Property Collateral (as defined therein);

WHEREAS, the Grantor executed and delivered a First Supplement to Intellectual Property Security Agreement dated January 27, 2016 and recorded with the Patent Division of the U.S. Patent and Trademark Office on February 1, 2016 at Reel 037662 and Frame 0655 (the "First Supplemental Grant") in favor of the Grantee; and

WHEREAS, the Grantor executed and delivered a Second Supplement to Intellectual Property Security Agreement dated August 9, 2016 and recorded with the Patent Division of the U.S. Patent and Trademark Office on August 10, 2016 at Reel 039645 and Frame 0110 and recorded with the Trademark Division of the U.S. Patent and Trademark Office on August 10, 2016 at Reel 5852 and Frame 0631 ("Second Supplemental Grant", and together with the Existing Grant and the First Supplemental Grant, collectively the "Grant") in favor of the Grantee; and

WHEREAS, the Grantor has developed additional Intellectual Property Collateral and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Intellectual Property Collateral in favor of the Grantee.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and benefits to be derived herefrom, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the Grant.
2. Supplement to Exhibit B. Exhibit B to the Grant is hereby supplemented, but not replaced, by Schedule B-1 annexed hereto.
3. Supplement to Exhibit C. Exhibit C to the Grant is hereby supplemented, but not replaced, by Schedule C-1 annexed hereto.
4. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the Grant remain in full force and effect. The Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants contained therein.

- b. This Supplement covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.

[signature pages follow]

IN WITNESS WHEREOF, the undersigned have executed this Supplement as of the date first written above.

OUTBRAIN INC.

DocuSigned by:
By: Barry Schofield
Name: Barry Schofield
Title: Vice President, Corporate Finance & Treasurer

SILICON VALLEY BANK

DocuSigned by:
By: Michael Bozicas
Name: Michael Bozicas
Title: Vice President

[Signature Page to Third Supplement to Intellectual Property Security Agreement]










EXHIBIT B-1










Title	Application Number(s)	Filing Date	Patent Number(s)	Issue Date
PROVISIONING PERSONALIZED CONTENT RECOMMENDATIONS	14/657,457	3/13/2015	10,165,069	12/25/2018
DISPLAY SCREEN OR PORTION THEREOF WITH GRAPHICAL USER INTERFACE	29/522,494	3/31/2015	D743431	11/17/2015
DISPLAY SCREEN OR PORTION THEREOF WITH GRAPHICAL USER INTERFACE	29/522,500	3/31/2015	D743989	11/24/2015
DISPLAY SCREEN OR PORTION THEREOF WITH GRAPHICAL USER INTERFACE	29/522,501	3/31/2015	D745032	12/8/2015
DISPLAY SCREEN OR PORTION THEREOF WITH GRAPHICAL USER INTERFACE	29/522,506	3/31/2015	D743990	11/24/2015
DISPLAY SCREEN OR PORTION THEREOF WITH GRAPHICAL USER INTERFACE	29/522,511	3/31/2015	D745033	12/8/2015
DISPLAY SCREEN OR PORTION THEREOF WITH GRAPHICAL USER INTERFACE	29/522,515	3/31/2015	D745034	12/8/2015
DISPLAY SCREEN OR PORTION THEREOF WITH GRAPHICAL USER INTERFACE	29/522,517	3/31/2015	D745035	12/8/2015
DISPLAY SCREEN OR PORTION THEREOF WITH GRAPHICAL USER INTERFACE	29/522,519	3/31/2015	D744517	12/1/2015


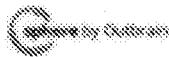

Title	Application Number(s)	Filing Date	Patent Number(s)	Issue Date
DISPLAY SCREEN OR PORTION THEREOF WITH GRAPHICAL USER INTERFACE	29/522,526	3/31/2015	D743991	11/24/2015
DEVICE DISPLAY OR PORTION THEREOF WITH A MESSAGING GRAPHICAL USER INTERFACE	29/582,646	10/28/2016	D832,291	10/30/2018
DEVICE DISPLAY OR PORTION THEREOF WITH A MESSAGING GRAPHICAL USER INTERFACE	EU 001454078	11/3/2016	001454078	11/3/2016
ELECTRONIC DEVICE DISPLAY SCREEN OR PORTION THEREOF WITH A GRAPHICAL USER INTERFACE	29/625,166	11/7/2017	D850,466	6/4/2019
ELECTRONIC DEVICE DISPLAY OR PORTION THEREOF WITH ANIMATED GRAPHICAL USER INTERFACE	29/626,621	11/17/2017	D851,674	6/18/2019
USER LIFETIME REVENUE ALLOCATION ASSOCIATED WITH PROVISIONED CONTENT RECOMMENDATIONS	16/169,562	10/24/2018		
ELECTRONIC DEVICE DISPLAY SCREEN OR PORTION THEREOF WITH A GRAPHICAL USER INTERFACE	EU 005254174	5/1/2018	005254174	5/1/2018
ELECTRONIC DEVICE DISPLAY OR PORTION THEREOF WITH ANIMATED GRAPHICAL USER INTERFACE	EU 005269222	5/15/2018	005269222	5/15/2018



Title	Application Number(s)	Filing Date	Patent Number(s)	Issue Date
PROVISIONING PERSONALIZED CONTENT RECOMMENDATIONS	16/119,262	8/31/2018		
MOBILE DEVICE DISPLAY OR PORTION THEREOF WITH A GRAPHICAL USER INTERFACE	29/667,883	10/25/2018	D871,436	12/31/2019
ELECTRONIC DEVICE DISPLAY OR PORTION THEREOF WITH AN ANIMATED GRAPHICAL USER INTERFACE	29/690,022	5/3/2019		
DEVICE DISPLAY OR PORTION THEREOF WITH A GRAPHICAL USER INTERFACE	EU 006396685	4/25/2019	006396685	4/25/2019
ELECTRONIC DEVICE DISPLAY OR PORTION THEREOF WITH AN ANIMATED GRAPHICAL USER INTERFACE	29/693,057	5/30/2019		
ELECTRONIC DEVICE DISPLAY OR PORTION THEREOF WITH AN ANIMATED GRAPHICAL USER INTERFACE	EU 006813838	9/4/2019	006813838	9/4/2019
ELECTRONIC DEVICE DISPLAY OR PORTION THEREOF WITH AN ANIMATED GRAPHICAL USER INTERFACE	29/692,251	5/23/2019		
ELECTRONIC DEVICE DISPLAY OR PORTION THEREOF WITH AN ANIMATED GRAPHICAL USER INTERFACE	EU 007082680	10/23/2019	007082680	10/23/2019




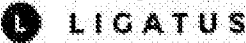
EXHIBIT C-1



Mark	Country	Status	App. No.	File Date	Reg. No.	Reg. Date	Class
Amelia Face Logo 	China	Registered	15172024	18-Aug-2014	15172024	07-Oct-2015	35
Amelia Face Logo 	China	Registered	17237263	18-Jun-2015	17237263	28-Aug-2016	42
Amelia Face Logo 	Israel	Registered	271121	30-Dec-2014	271121	02-Jan-2017	9, 35
OUTBRAIN	China	Registered	9474168	17-May-2011	9474168	14-Aug-2012	35
OUTBRAIN	Israel	Registered	271120	30-Dec-2014	271120	05-May-2016	9, 35
OUTBRAIN in Hebrew אאוטברייין	Israel	Registered	281193	23-Dec-2015	281193	04-Sep-2018	9, 35
OUTBRAIN with Amelia Face Logo 	China	Registered	15172026	18-Aug-2014	15172026	07-Oct-2015	35
OUTBRAIN with Amelia Face Logo 	China	Registered	17237261	18-Jun-2015	17237261	28-Aug-2016	42
OUTBRAIN with Amelia Face Logo 	Israel	Registered	271119	30-Dec-2014	271119	02-Jan-2017	9, 35
RECOMMENDED BY with Amelia Face Logo Recommended by 	Australia	Registered	1658565	15-Nov-2014	1658565	12-Jun-2015	9, 35
RECOMMENDED BY with Amelia Face Logo Recommended by 	China	Registered	16935305	13-May-2015	16935305	14-Jul-2016	35
RECOMMENDED BY with Amelia Face Logo Recommended by 	China	Registered	16935305	13-May-2015	16935305	14-Jul-2016	35

Mark	Country	Status	App. No.	File Date	Reg. No.	Reg. Date	Class
RECOMMENDED BY with Amelia Face Logo Recommended by 	China	Registered	19454817	29-Mar-2016	19454817	07-May-2017	42
RECOMMENDED BY with Amelia Face Logo Recommended by 	India	Registered	2843636	17-Nov-2014	2843636	23-Oct-2017	9, 35
RECOMMENDED BY with Amelia Face Logo Recommended by 	Israel	Registered	271118	30-Dec-2014	271118	02-Jan-2017	9, 35
RECOMMENDED BY with Amelia Face Logo Recommended by 	Japan	Registered	201496872	17-Nov-2014	5783217	31-Jul-2015	9, 35
RECOMMENDED BY with Amelia Face Logo Recommended by 	Mexico	Registered	1549553	14-Nov-2014	1521704	12-Mar-2015	9
RECOMMENDED BY with Amelia Face Logo Recommended by 	Mexico	Registered	1549556	14-Nov-2014	1530070	16-Apr-2015	35
RECOMMENDED BY with Amelia Face Logo Recommended by 	Singapore	Registered	402015007 83U	18-Nov-2014	4020150078 3U	04-Jun-2015	9, 35
SPHERE	U.S.	Pending	87794424	14-Feb-2018			9, 35
SPHERE & Design 	U.S.	Pending	87797955	14-Feb-2018			9, 35
SPHERE BY OUTBRAIN & Design 	U.S.	Pending	87797958	14-Feb-2018			9, 35

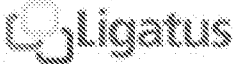
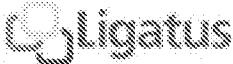
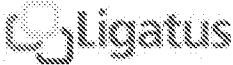
Mark	Country	Status	App. No.	File Date	Reg. No.	Reg. Date	Class
SPHERE BY OUTBRAIN & Design 	European Union	Registered	017967770	12-Oct-2018	017967770	26-Feb-2018	9, 35
SPHERE BY OUTBRAIN & Design 	Japan	Pending	2018-128510	15-Oct-2018			9, 35
SPHERE BY OUTBRAIN & Design 	U.S.	Pending	88076720	13-Aug-2018			9, 35
YOU ARE WHAT YOU RECOMMEND	Argentina	Registered	3461867	02-Dec-2015	2853019	25-Nov-2016	9
YOU ARE WHAT YOU RECOMMEND	Argentina	Registered	3461868	02-Dec-2015	2853020	25-Nov-2016	35
YOU ARE WHAT YOU RECOMMEND	Australia	Registered	1706323	09-Jul-2015	1706323	15-Jan-2016	9, 35
YOU ARE WHAT YOU RECOMMEND	Brazil	Registered	910355304	02-Dec-2015	910355304	14-Feb-2018	9
YOU ARE WHAT YOU RECOMMEND	Brazil	Registered	910355363	02-Dec-2015	910355363	14-Feb-2018	35
YOU ARE WHAT YOU RECOMMEND	Costa Rica	Registered	201500115 98	02-Dec-2015	251839	29-Apr-2016	9, 35
YOU ARE WHAT YOU RECOMMEND	European Union	Registered	14349005	09-Jul-2015	14349005	03-Nov-2015	9, 35, 42
YOU ARE WHAT YOU RECOMMEND	Hong Kong	Registered	303468204	09-Jul-2015	303468204	18-Feb-2016	9, 35
YOU ARE WHAT YOU RECOMMEND	India	Registered	3112931	02-Dec-2015	3112931	15-Dec-2017	9, 35

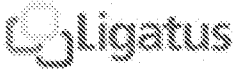

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YOU ARE WHAT YOU RECOMMEND	Israel	Registered	280438	02-Dec-2015	280438	09-Apr-2018	9, 35
YOU ARE WHAT YOU RECOMMEND	Japan	Registered	1185782015	02-Dec-2015	5863021	01-Jul-2016	9, 35
YOU ARE WHAT YOU RECOMMEND	Mexico	Registered	1635199	20-Jul-2015	1597564	19-Dec-2015	9
YOU ARE WHAT YOU RECOMMEND	Mexico	Registered	1635200	20-Jul-2015	1663871	12-Aug-2016	35
YOU ARE WHAT YOU RECOMMEND	New Zealand	Registered	1023064	10-Jul-2015	1023064	12-Jan-2016	9, 35
YOU ARE WHAT YOU RECOMMEND	Singapore	Registered	40201521159X	02-Dec-2015	40201521159X	01-Jun-2016	9, 35
YOU ARE WHAT YOU RECOMMEND	So. Korea	Registered	4520150011033	02-Dec-2015	4569325	11-Nov-2016	9, 35
YOU ARE WHAT YOU RECOMMEND	South Africa	Registered	201534740	02-Dec-2015	201534740	31-May-2018	9
YOU ARE WHAT YOU RECOMMEND	South Africa	Registered	201534741	02-Dec-2015	201534741	31-May-2018	35
L Design 	European Union Base of IR No 1318200	Registered	014522031	28-Aug-2015	014522031	04-May-2016	9, 16, 35, 38, 41, 42, 45
L Design 	Switzerland Designation IR No 1318200 Int'l Reg (Madrid) Base: EU Designations: U.S., Switzerland, Turkey	Registered			1318200	24-Feb-2016	9, 16, 35, 38, 41, 42, 45

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L Design 	Turkey Designation IR No 1318200 Int'l Reg (Madrid) Base: EU Designations: U.S., Switzerland, Turkey	Registered			1318200	24-Feb- 2016	9, 16, 35, 38, 41, 42, 45
L Design 	U.S. Designation IR No 1318200 Int'l Reg (Madrid) Base: EU Designations: U.S., Switzerland, Turkey	Registered	79195803	24-Feb- 2016	5488605	12-Jun- 2018	9, 16, 35, 38, 41, 42, 45
L LIGATUS & Design 	European Union Base of IR No 1316654	Registered	014522049	28-Aug- 2015	014522049	13-Apr- 2017	9, 16, 35, 38, 41, 42, 45
L LIGATUS & Design 	Switzerland Designation IR No 1316654 Int'l Reg (Madrid) Base: EU Designations: U.S., Switzerland, Turkey	Registered			1316654	24-Feb- 2016	9, 16, 35, 38, 41, 42, 45

Mark	Country	Status	App. No.	File Date	Reg. No.	Reg. Date	Class
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L LIGATUS & Design  LIGATUS	U.S. Designation IR No 1316654 Int'l Reg (Madrid) Base: EU Designations: U.S., Switzerland, Turkey	Registered	79195107	24-Feb- 2016	5298720	03-Oct- 2017	9, 16, 35, 38, 41, 42, 45
LIGATUS	Canada	Allowed	1759391	14-Dec- 2015			09 16 35 36 38 42
LIGATUS	Germany	Registered	305084291	15-Feb- 2005	30508429	21-Apr- 2005	9, 16, 35, 36, 38, 42
LIGATUS	European Union Base of IR No 1225159	Registered	004829396	28-Dec- 2005	004829396	05-Apr- 2007	9, 16, 35, 36, 38, 42

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LIGATUS	Switzerland Designation IR No 1225159 Int'l Reg (Madrid) Base: EU Designations: U.S., Switzerland, Turkey	Registered			1225159	03-Jul- 2014	9, 16, 35, 36, 38, 42
LIGATUS	Turkey Designation IR No 1225159 Int'l Reg (Madrid) Base: EU Designations: U.S., Switzerland, Turkey	Registered			1225159	03-Jul- 2014	9, 16, 35, 36, 38, 42
LIGATUS	U.S. Designation IR No 1225159 Int'l Reg (Madrid) Base: EU Designations:	Registered	79178257	23-Oct- 2015`	5202120	16- May- 2017	9, 16, 35, 36, 38, 42

Mark	Country	Status	App. No.	File Date	Reg. No.	Reg. Date	Class
	U.S., Switzerland, Turkey						
LIGATUS & Design 	Germany Base of IR No 1239745	Registered	305640747	31-Oct- 2005	30564074	30- Mar- 2006	9, 16, 35, 36, 38, 42
LIGATUS & Design 	European Union Designation IR No 1239745 Int'l Reg (Madrid) Base: Germany Designations: EU, U.S., Switzerland, Turkey	Registered			1239745	03-Jul- 2014	9, 16, 35, 36, 38, 42
LIGATUS & Design 	Switzerland Designation IR No 1239745 Int'l Reg (Madrid) Base: Germany Designations: EU, U.S.,	Registered			1239745	03-Jul- 2014	9, 16, 35, 36, 38, 42

Mark	Country	Status	App. No.	File Date	Reg. No.	Reg. Date	Class
	Switzerland, Turkey						
LIGATUS & Design 	Turkey Designation IR No 1239745 Int'l Reg (Madrid) Base: Germany Designations: EU, U.S., Switzerland, Turkey	Registered			1239745	03-Jul- 2014	9, 16, 35, 36, 38, 42
LIGATUS & Design 	U.S. Designation IR No 1239745 Int'l Reg (Madrid) Base: Germany Designations: EU, U.S., Switzerland, Turkey	Registered	79178993	23-Oct- 2015`	5202125	16- May- 2017	9, 16, 35, 36, 38, 42
LIGATUS DIRECTADS	Germany	Registered	307569004	30-Aug- 2007	30756900	28- Nov- 2007	9, 35, 38, 42,

Mark	Country	Status	App. No.	File Date	Reg. No.	Reg. Date	Class
	Base of IR No 1241574						45
LIGATUS DIRECTADS	European Union Designation IR No 1241574 Int'l Reg (Madrid) Base: Germany Designations: EU, Turkey	Registered			1241574	03-Jul- 2014	9, 35, 35, 38, 42, 45
LIGATUS DIRECTADS	Turkey Designation IR No 1241574 Int'l Reg (Madrid) Base: Germany Designations: EU, Turkey	Registered			1241574	03-Jul- 2014	9, 35, 35, 38, 42, 45
REVENEE	Germany Base of IR No	Registered	302017025 4490	09-Oct- 2017	3020170254 49	19-Oct- 2017	9, 16, 35, 38, 41, 42, 45

Mark	Country	Status	App. No.	File Date	Reg. No.	Reg. Date	Class
	1419867						
REVENEE	European Union Designation IR No 1419867 Int'l Reg (Madrid) Base: Germany Designations: EU, UK, U.S., Switzerland	Registered			1419867	05-Apr-2018	9, 16, 35, 38, 41, 42, 45
REVENEE	Switzerland Designation IR No 1419867 Int'l Reg (Madrid) Base: Germany Designations: EU, UK, U.S., Switzerland	Registered			1419867	05-Apr-2018	9, 16, 35, 38, 41, 42, 45

Mark	Country	Status	App. No.	File Date	Reg. No.	Reg. Date	Class
REVENEE	UK Designation IR No 1419867 Int'l Reg (Madrid) Base: Germany Designations: EU, UK, U.S., Switzerland	Registered			1419867	05-Apr- 2018	9, 16, 35, 38, 41, 42, 45
VEESEO	European Union Base of IR No 1231702	Registered	009192428	07-Jun- 2010	009192428	02- Nov- 2010	9, 35, 42, 45
VEESEO	Switzerland Designation IR No. 1231702 Int'l Reg (Madrid) Base: EU Designations: U.S., Switzerland	Registered			1231702	22-Oct- 2014	9, 35, 42, 45
VEESEO	U.S. Designation IR No. 1231702 Int'l Reg (Madrid) Base: EU Designations: U.S., Switzerland	Registered	79158675	22-Oct- 2014	4961942	24- May- 2016	9, 35, 42, 45
VSEO	European Union	Registered	009192436	07-Jun- 2010	009192436	02- Nov- 2010	9, 35, 42, 45

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RECORDED: 04/27/2020

REEL: 006923 FRAME: 0901