

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM579587

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	Second Lien Trademark Security Agreement
RESUBMIT DOCUMENT ID:	900545456

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AirBNB, Inc.		04/17/2020	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Top IV Talents, LLC, as Collateral Agent
Street Address:	2100 McKinney Ave., Suite 1500
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 50

Property Type	Number	Word Mark
Registration Number:	4983513	AIRBNB
Registration Number:	4543713	AIRBNB
Registration Number:	4385613	AIRBNB
Registration Number:	3890025	AIRBNB
Registration Number:	4368875	AIRBNB
Registration Number:	4007669	AIRBNB
Registration Number:	4884815	AIRBNB
Registration Number:	4289397	AIRBNB
Registration Number:	4495076	AIRBNB
Registration Number:	4580299	AIRBNB
Registration Number:	4329542	AIRBNB
Registration Number:	3971783	AIRBNB
Registration Number:	3890250	AIRBNB
Registration Number:	3971784	AIRBNB
Registration Number:	4993709	AIRBNB
Registration Number:	3890027	AIRBNB
Registration Number:	3963410	AIRBNB
Registration Number:	5910048	AIRBNB MAGAZINE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	5501678	AIRBNBMAG
Registration Number:	5546870	AIRBNBMAG
Registration Number:	5200767	AIRBNBOPEN
Registration Number:	5561593	BÉLO
Registration Number:	4699982	
Registration Number:	4978461	
Registration Number:	4962977	
Registration Number:	5424122	O
Registration Number:	5142130	BELONG ANYWHERE
Registration Number:	5347059	LIVE THERE
Registration Number:	5018859	NIGHT AT
Registration Number:	5027825	ONE LESS STRANGER
Registration Number:	5556261	OPEN
Registration Number:	5282431	OPEN SPOTLIGHT
Registration Number:	4934272	PINEAPPLE
Registration Number:	5558546	
Registration Number:	5402550	SAMARA
Registration Number:	4905789	SUPERHOST
Registration Number:	5684741	HOTEL TONIGHT
Registration Number:	4200119	HOTEL TONIGHT
Registration Number:	4200118	H HOTEL TONIGHT
Registration Number:	4200120	H
Registration Number:	5284946	H
Registration Number:	4898874	HT
Registration Number:	4461566	BOOK IN THE MOMENT
Registration Number:	5227000	HT PERKS
Registration Number:	4854001	PLAN LESS. LIVE MORE.
Registration Number:	4755326	PLAN LESS. LIVE MORE.
Registration Number:	4907740	GEO RATE
Registration Number:	4907741	GEO RATE
Registration Number:	4907738	GEO RATE
Registration Number:	4907739	GEO RATE

CORRESPONDENCE DATA

Fax Number: 3128622200

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: 312-862-6371

Email: renee.prescan@kirkland.com

Correspondent Name: Renee Prescan
Address Line 1: 300 North LaSalle Street
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60654

NAME OF SUBMITTER: Renee M. Prescan

SIGNATURE: /Renee M. Prescan/

DATE SIGNED: 06/04/2020

Total Attachments: 10

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Registration Number:	4907741	GEO RATE
Registration Number:	4907738	GEO RATE
Registration Number:	4907739	GEO RATE

CORRESPONDENCE DATA

Fax Number: 3128622200
Phone: 312-862-6371

TRADEMARK
REEL: 006953 FRAME: 0254

Email: renee.prescan@kirkland.com
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.
Correspondent Name: Renee Prescan
Address Line 1: 300 North LaSalle Street
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60654

NAME OF SUBMITTER:	Renee M. Prescan
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Signature:	/Renee M. Prescan/
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Date:	04/17/2020
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Total Attachments: 7

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RECEIPT INFORMATION

ETAS ID: TM572469
Receipt Date: 04/17/2020
Fee Amount: \$1265

SECOND LIEN TRADEMARK SECURITY AGREEMENT dated as of April 17, 2020 (this "Agreement"), among AIRBNB, INC. (the "Grantor") and TOP IV TALENTS, LLC, as Collateral Agent (in such capacity and together with successors in such capacity, the "Collateral Agent").

Reference is made to (a) the Second Lien Credit and Guarantee Agreement dated as of April 6, 2020 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among AIRBNB, INC., a Delaware corporation ("Borrower"), the Guarantors party thereto, the Lenders party thereto and TOP IV TALENTS, LLC, as Collateral Agent, and (b) the Second Lien Collateral Agreement dated as of April 17, 2020 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among Borrower, the other grantors from time to time party thereto and the Collateral Agent. The Lenders and have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The Grantor is an Affiliate of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Credit Agreement and is willing to execute and deliver this Agreement in order to induce the Lenders to make additional Loans and as consideration for Loans previously made. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement or the Credit Agreement, as applicable. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of all Secured Obligations, the Grantor hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest (the "Security Interest") in all of the Grantor's right, title and interest in, to and under the Trademarks, including the registrations and applications thereof listed on Schedule I (the "Trademark Collateral").

SECTION 3. Collateral Agreement. The Security Interest granted to the Collateral Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. The Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. Intercreditor Agreement Governs. Notwithstanding anything herein to the contrary, upon the execution of the Intercreditor Agreement, (i) the liens and security interests granted to the Collateral Agent pursuant to this Agreement are expressly subject and subordinate to the liens and security interests granted in favor of the Senior Secured Parties (as defined in the Intercreditor Agreement) and (ii) the exercise of any right or remedy by the Collateral Agent hereunder is subject to the limitations and provisions of the Intercreditor Agreement. In the event of any conflict between the terms of the Intercreditor Agreement and the terms of this Agreement, the terms of the Intercreditor Agreement shall govern.

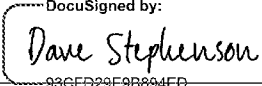
SECTION 5. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

SECTION 6. GOVERNING LAW. THIS AGREEMENT SHALL BE CONSTRUED
IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF NEW YORK.

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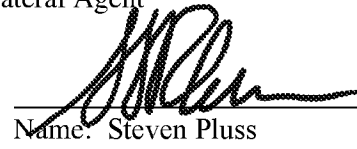
IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

AIRBNB, INC.

DocuSigned by:
By: 
936FD29E9B894ED...
Name: David Stephenson
Title: Chief Financial Officer

TOP IV TALENTS, LLC,
as Collateral Agent

By: _____



Name: Steven Pluss

Title: Vice President






Schedule I

United States Trademark Applications and Registrations

MARK	OWNER	APP. DATE	APP. NO.	REG. DATE	REG. NO.
AIRBNB	Airbnb, Inc.	Apr 8, 2013	85/897,924	Jun 21, 2016	4983513
AIRBNB	Airbnb, Inc.	Apr 26, 2010	85/023,193	Jun 3, 2014	4543713
AIRBNB	Airbnb, Inc.	Apr 26, 2010	85/979,407	Aug 13, 2013	4385613 ¹
AIRBNB	Airbnb, Inc.	Apr 27, 2010	85/024,748	Dec 14, 2010	3890025
AIRBNB	Airbnb, Inc.	Apr 27, 2010	85/024,636	Jul 16, 2013	4368875
AIRBNB	Airbnb, Inc.	Apr 27, 2010	85/975,176	Aug 2, 2011	4007669
AIRBNB	Airbnb, Inc.	May 1, 2015	86/617,550	Jan 12, 2016	4884815
AIRBNB	Airbnb, Inc.	Apr 27, 2010	85/024,752	Feb 12, 2013	4289397
AIRBNB	Airbnb, Inc.	Apr 26, 2010	85/023,199	Mar 11, 2014	4495076
AIRBNB	Airbnb, Inc.	Apr 26, 2010	85/023,208	Aug 5, 2014	4580299
AIRBNB	Airbnb, Inc.	Apr 26, 2010	85/978,734	Apr 30, 2013	4329542 ²
AIRBNB	Airbnb, Inc.	Apr 26, 2010	85/023,215	May 31, 2011	3971783
AIRBNB	Airbnb, Inc.	May 6, 2010	85/032,052	Dec 14, 2010	3890250
AIRBNB	Airbnb, Inc.	Apr 26, 2010	85/023,221	May 31, 2011	3971784
AIRBNB	Airbnb, Inc.	Apr 8, 2013	85/897,945	Jul 5, 2016	4993709
AIRBNB	Airbnb, Inc.	Apr 27, 2010	85/024,754	Dec 14, 2010	3890027
AIRBNB	Airbnb, Inc.	Apr 26, 2010	85/023,226	May 17, 2011	3963410
AIRBNB MAGAZINE	Airbnb, Inc.	Oct 26, 2018	88/171,130	Nov 12, 2019	5910048
AIRBNBMAG	Airbnb, Inc.	Nov 1, 2017	87/668,675	Jun 26, 2018	5501678
AIRBNBMAG	Airbnb, Inc.	May 3, 2017	87/435,167	Aug 21, 2018	5546870
AIRBNBOPEN	Airbnb, Inc.	Sep 17, 2015	86/760,358	May 9, 2017	5200767
BÉLO	Airbnb, Inc.	Jun 27, 2016	87/085,487	Sep 11, 2018	5561593
BELO LOGO	Airbnb, Inc.	Jan 8, 2014	86/975,552	Mar 10, 2015	4699982
BELO LOGO	Airbnb, Inc.	Jan 8, 2014	86/160,387	Jun 14, 2016	4978461
BELO LOGO	Airbnb, Inc.	Aug 3, 2015	86/712,841	May 24, 2016	4962977
BELO LOGO and O DESIGN	Airbnb, Inc.	Jun 17, 2016	87/076,072	Mar 13, 2018	5424122
BELONG ANYWHERE	Airbnb, Inc.	Apr 17, 2014	86/254,682	Feb 14, 2017	5142130
LIVE THERE	Airbnb, Inc.	Apr 5, 2016	86/965,363	Nov 28, 2017	5347059

¹ The change of name of Airbed & Breakfast, Inc. to Airbnb, Inc. was not recorded against this registration.

² The change of name of Airbed & Breakfast, Inc. to Airbnb, Inc. was not recorded against this registration.

MARK	OWNER	APP. DATE	APP. NO.	REG. DATE	REG. NO.
NIGHT AT and BELO LOGO	Airbnb, Inc.	May 26, 2015	86/641,663	Aug 9, 2016	5018859
ONE LESS STRANGER	Airbnb, Inc.	Dec 30, 2014	86/492,094	Aug 23, 2016	5027825
OPEN and BELO LOGO	Airbnb, Inc.	June 17, 2016	87/076,074	Sep 4, 2018	5556261
OPEN SPOTLIGHT	Airbnb, Inc.	June 17, 2016	87/076,075	Sep 5, 2017	5282431
PINEAPPLE	Airbnb, Inc.	Nov 17, 2014	86/978,359	Apr 5, 2016	4934272
BELO LOGO Color Only	Airbnb, Inc.	June 7, 2017	87/479,669	Sep 11, 2018	5558546
SAMARA	Airbnb, Inc.	Aug 1, 2016	87/123,495	Feb 13, 2018	5402550
SUPERHOST (and design)	Airbnb, Inc.	June 16, 2014	86/310,583	Feb 23, 2016	4905789
HOTEL TONIGHT	AIRBNB, INC.	June 25, 2018	88013511	February 26, 2019	5684741
HOTEL TONIGHT	AIRBNB, INC.	November 23, 2010	85976439	August 28, 2012	4200119
 HOTEL TONIGHT & Design	AIRBNB, INC.	November 23, 2010	85976438	August 28, 2012	4200118
 (bed logo)	AIRBNB, INC.	November 23, 2010	85976460	August 28, 2012	4200120
 (bed logo)	AIRBNB, INC.	February 7, 2017	87327330	September 12, 2017	5284946
HT	AIRBNB, INC.	October 10, 2012	85750797	February 9, 2016	4898874
BOOK IN THE MOMENT	AIRBNB, INC.	April 25, 2013	85915009	January 7, 2014	4461566
HT PERKS	AIRBNB, INC.	October 31, 2016	87221566	June 20, 2017	5227000
PLAN LESS. LIVE MORE.	AIRBNB, INC.	October 22, 2014	86431588	November 17, 2015	4854001
PLAN LESS. LIVE MORE.	AIRBNB, INC.	October 22, 2014	86431582	June 16, 2015	4755326
 GEO RATE & Design	AIRBNB, INC.	June 10, 2015	86658594	March 1, 2016	4907740
	AIRBNB,	June 10, 2015	86658597	March 1, 2016	4907741

MARK	OWNER	APP. DATE	APP. NO.	REG. DATE	REG. NO.
GEO RATE & Design	INC.				
GEO RATE	AIRBNB, INC.	June 10, 2015	86658591	March 1, 2016	4907738
GEO RATE	AIRBNB, INC.	June 10, 2015	86658593	March 1, 2016	4907739