

ASSET CONTRIBUTION AGREEMENT

This ASSET CONTRIBUTION AGREEMENT (this "*Agreement*") is entered into as of May 10, 2019 (the "*Effective Date*") by and between Sidewalk Labs, LLC, a Delaware limited liability company ("*Sidewalk*") and Replica, Inc., a Delaware corporation ("*Replica*"). Each of Sidewalk and Replica is a "*Party*" and are collectively referred to herein as the "*Parties*".

WHEREAS, Sidewalk owns certain assets that are the Transferred Assets (as defined below);

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, the Parties agree as follows:

[REDACTED]

[REDACTED]

[REDACTED]

1.3 “*Transferred Assets*” means the [REDACTED] Transferred Intellectual Property Rights listed or described on Exhibit A.

1.4 [REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

**Section 2 – ASSIGNMENT OF TRANSFERRED ASSETS**

2.1 **Assignment of Transferred Assets.** Sidewalk hereby irrevocably assigns, transfers and conveys to Replica all of Sidewalk’s rights, title and interest in and to the Transferred Assets.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**IN WITNESS WHEREOF** the Parties hereto have caused this Agreement to be executed as of the date set forth above by their duly authorized representatives.

**SIDEWALK LABS, LLC**

DocuSigned by:  
By: Daniel Doctoroff  
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Name: Daniel Doctoroff  
Title: CEO

**REPLICA, INC.**

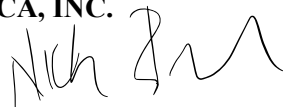
By: \_\_\_\_\_  
Name:  
Title:

**IN WITNESS WHEREOF** the Parties hereto have caused this Agreement to be executed as of the date set forth above by their duly authorized representatives.

**SIDEWALK LABS, LLC**

By: \_\_\_\_\_  
Name:  
Title:

**REPLICA, INC.**

By:  \_\_\_\_\_  
Name:  
Title:

## AMENDMENT TO ASSET CONTRIBUTION AGREEMENT

This AMENDMENT TO ASSET CONTRIBUTION AGREEMENT (this "*Amendment*") is entered into as of May 10, 2019 (the "*Amendment Effective Date*") by and between Sidewalk Labs LLC, a Delaware limited liability company ("*Sidewalk Labs*") and Replica, Inc., a Delaware corporation ("*Replica*").

### RECITALS

A. Sidewalk Labs and Replica are parties to that certain Asset Contribution Agreement (the "*Agreement*") dated May 10, 2019 (the "*Effective Date*") pursuant to which Sidewalk Labs transferred and assigned to Replica the Transferred Assets (as defined in the Agreement) as of the Effective Date. Capitalized terms not defined in this Amendment shall have the meanings set forth in the Agreement, as amended by this Amendment.

B. The parties desire to amend the Agreement, in each case effective as of the Amendment Effective Date, on the terms and conditions set forth herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficient of which is hereby acknowledged, the parties hereto agree as follows:

1. Transferred Assets.

(a) The definition of "Transferred Contracts" is amended to add the following: [REDACTED]

(b) The definition of "Transferred Assets" is amended to add the following: "and the trademarks described in Exhibit A, together with the goodwill associated therewith and that portion of the business to which such trademarks pertain."

(c) Exhibit A is amended to add the trademarks set forth on Schedule I hereto.

2. Further Assurances. With respect to the foregoing Section 1 of this Amendment, Sidewalk agrees to comply with the terms of Section 2.4 of the Agreement.

3. No Further Amendment. Except as amended hereby, the Agreement is unamended and in full force and effect.

[Signature Page Follows]

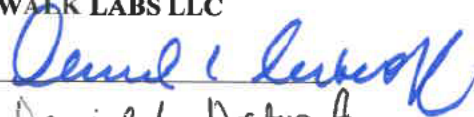
IN WITNESS WHEREOF, the parties have executed this Amendment to Asset Contribution Agreement as of the Amendment Effective Date.

**SIDEWALK LABS LLC**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

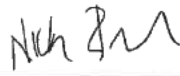
  
Name: Daniel L. Datskoff  
Title: CEO

**REPLICA, INC.**

By: \_\_\_\_\_

Nick Bowden

Chief Executive Officer

  
By: \_\_\_\_\_  
Nick Bowden  
Chief Executive Officer

Schedule I

Trademark Schedule

<b>Title</b>	<b>Country</b>	<b>Application No.</b>
REPLICA	United States	Application No. 88098781

