Exhibit 10.5  
 REGISTRATION RIGHTS AGREEMENT  
 THIS REGISTRATION RIGHTS AGREEMENT (this “Agreement”), dated as of [●], 2024, is made and entered into by and among [●], a Delaware corporation (the “Company”) (formerly known as Concord Acquisition Corp II, a Delaware corporation)), and the parties listed as “Holders” on the signature page hereto and any person or entity who becomes a party to this Agreement by signing a joinder hereto in form and substance reasonably satisfactory to the Company or who otherwise hereafter becomes a party to this Agreement pursuant to Section 5.2 of this Agreement (each a “Holder” and, collectively, the “Holders”).1  
 RECITALS  
 WHEREAS, the Company, the Sponsors and the CND Independent Directors (as such terms are defined herein) are party to that certain Registration Rights Agreement, dated as of August 31, 2021 (the “Original RRA”);  
 WHEREAS, the Company has entered into that certain Agreement and Plan of Merger, dated as of August 26, 2024 (as may be amended, restated or supplemented from time to time, the “Merger Agreement”), by and among the Company, Concord Merger Sub, Inc., a California corporation (“Merger Sub”), and Xxxxxx.xxx, Inc., a California corporation (“Xxxxxx.xxx”);  
 WHEREAS, on the date hereof, pursuant to the Merger Agreement, among other things, Merger Sub will merge with and into Xxxxxx.xxx (the “Merger”, with Xxxxxx.xxx surviving the Merger as a wholly-owned subsidiary of the Company, and as a result of which, among other things, Company Stockholders will receive shares of Parent Stock (as such terms are defined in the Merger Agreement);  
 WHEREAS, pursuant to Section 5.8 of the Original RRA, the provisions, covenants and conditions set forth therein may be amended or modified upon the written consent of the Company and the Holders (as defined in the Original RRA) of at least a majority-in-interest of the Registrable Securities (as defined in the Original RRA) at the time in question, and the Sponsors are the Holder of at least a majority-in-interest of the Registrable Securities as of the date hereof; and