

09/04/2012

Form PTO-1594 (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/21)



U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

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TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

SIMPLETUITION, INC.

- Individual(s)
- Partnership
- Corporation- State: Delaware
- Other _____

- Association
- Limited Partnership

Citizenship (see guidelines) Delaware

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) August 24, 2012

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: HORIZON TECHNOLOGY FINANCE CORPORATION

Street Address: 312 Farmington Avenue

City: Farmington

State: CT

Country: USA Zip: 06032

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- Other _____ Citizenship _____



If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) 85523872 Text

B. Trademark Registration No.(s) 3235305 4038360 4158728

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Horizon Technology Finance Corporation

Internal Address: Attn: Legal Department

Street Address: 312 Farmington Avenue

City: Farmington

State: CT Zip: 06032

Phone Number: 860-676-8654

Docket Number: _____

Email Address: eric@horizontechfinance.com

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$115.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

09/04/2012 AHULLINS 00000022 85523872
 01 FC:0321
 Deposit Account Number _____ 40.00 OP
 _____ 75.00 OP
 Authorized User Name _____

9. Signature: _____

Signature
 Eric S. Darmofal

August 28, 2012

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 004858 FRAME: 0508

GRANT OF SECURITY INTEREST
TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of August 24, 2012, is executed by SIMPLETUITION, INC., a Delaware corporation with an address of 268 Summer Street, 5th Floor, Boston, MA 02210 ("Debtor"), in favor of HORIZON TECHNOLOGY FINANCE CORPORATION, a Delaware corporation with an address of 312 Farmington Avenue, Farmington, Connecticut 06032 ("Secured Party").

A. Pursuant to a certain Venture Loan and Security Agreement, dated as of the date hereof (the "Agreement") by and between Debtor and the Secured Party, the Secured Party has agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein;

B. Debtor owns the registered trademarks, service marks (and applications and registrations therefor), of the United States, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof (collectively, the "Trademarks");

C. Pursuant to the Agreement, Debtor has granted to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with associated goodwill, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first written above.

SIMPLETUITION, INC.

By: _____

Name: Kevin Walker

Title: Chief Executive Officer

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Owner	Registration Number	Registration Date
SIMPLETUITION	SimpleTuition, Inc.	3235305	April 24, 2007
SIMPLESPEND	SimpleTuition, Inc.	4038360	October 11, 2011
SMARTERBANK	SimpleTuition, Inc.	4158728	June 12, 2012

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Trademark Application	Owner	Application Number	Application Date
SMARTERBUCKS	SimpleTuition, Inc.	serial #85523872	January 24, 2012