

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM311318

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Poole & Associates, Inc.		07/21/2014	CORPORATION: MARYLAND
RECEIVING PARTY DATA			
Name:	Royal Bank of Canada, as Administrative Agent		
Street Address:	20 Kings Street West, 4th Floor		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5H 1C4		
Entity Type:	Bank: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3748024	OFFICE BEAT	
CORRESPONDENCE DATA			
Fax Number:	2123037064		
<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:	212.318.6824		
Email:	christinedionne@paulhastings.com		
Correspondent Name:	Christine Dionne c/o Paul Hastings LLP		
Address Line 1:	75 East 55th Street		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	78436.00063 (POOLE)		
NAME OF SUBMITTER:	Christine Dionne		
SIGNATURE:	/Christine Dionne/		
DATE SIGNED:	07/21/2014		
Total Attachments: 3			
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office


Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of July 21, 2014 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Royal Bank of Canada, as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

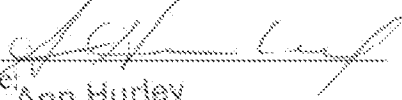
Very truly yours,

POOLE & ASSOCIATES, INC.,
as an Obligor

By: 
Name: Leonard E. Moodispaw
Title: Chief Executive Officer

Acknowledged and Accepted:

ROYAL BANK OF CANADA, as Administrative Agent

By: 
Name: Ann Hurley
Title: Manager, Agency

Schedule 1

POOLE & ASSOCIATES, INC.
(Maryland Corporation)

U.S. Trademarks

Issued Trademarks

Description	Registration No.
Office Beat	3,748,024