

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM319645

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	First Amendment to Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
THE MOTLEY FOOL HOLDINGS, INC.		05/09/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	SILICON VALLEY BANK		
Street Address:	3003 TASMAN DRIVE		
City:	SANTA CLARA		
State/Country:	CALIFORNIA		
Postal Code:	95054		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3719681	DECLARE YOUR INDEPENDENCE	
Registration Number:	4182350	MOTLEY FOOL EPIC VOYAGE FUND	
Serial Number:	85501807	MOTLEY FOOL SUPERNOVA	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<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:	202-370-4750		
Email:	ipteam@nationalcorp.com		
Correspondent Name:	Brandie Sullivan		
Address Line 1:	1025 Vermont Ave. NW Suite 1130		
Address Line 2:	National Corporate Research, Ltd.		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	F152061		
NAME OF SUBMITTER:	ANDREW NASH		
SIGNATURE:	/ANDREW NASH/		
DATE SIGNED:	10/09/2014		
Total Attachments: 7			
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**FIRST AMENDMENT TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This First Amendment to Intellectual Property Security Agreement (the "Amendment") is effective as of May 9, 2014 by and between **THE MOTLEY FOOL HOLDINGS, INC.**, a Delaware corporation with its chief executive office located at 2000 Duke Street, 4th Floor, Alexandria, Virginia 22314 (the "Grantor"), and **SILICON VALLEY BANK**, a California corporation, with its principal place of business at 3003 Tasman Drive, Santa Clara, California 95054 and with a loan production office located at 8020 Towers Crescent Drive, Suite 475, Tysons Corner, Virginia 22182 (the "Bank") in consideration of the mutual covenants herein contained and benefits to be derived herefrom.

WITNESSETH:

WHEREAS, the Grantor executed and delivered an Intellectual Property Security Agreement dated as of October 21, 2009 (as may be amended, hereinafter, the "IP Agreement") in favor of the Bank, pursuant to which the Grantor pledged, assigned and granted a security interest in favor of the Bank in certain Intellectual Property Collateral (as defined therein); and

WHEREAS, the Grantor has acquired additional Intellectual Property Collateral and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Intellectual Property Collateral in favor of the Bank upon the terms of the IP Agreement.

NOW, THEREFORE, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the IP Agreement.
2. Amendment to Exhibits.
 - a. Exhibit A to the IP Agreement is hereby amended and supplemented by adding thereto all of the Intellectual Property Collateral as set forth on Exhibit A annexed hereto and incorporated herein by reference.
 - b. Exhibit B to the IP Agreement is hereby amended and supplemented by amending and adding thereto all of the Intellectual Property Collateral set forth on Exhibit B annexed hereto and incorporated herein by reference.
 - c. Exhibit C to the IP Agreement is hereby amended and supplemented by amending and adding thereto all of the Intellectual Property Collateral set forth on Exhibit C annexed hereto and incorporated herein by reference.
 - d. Exhibit D to the IP Agreement is hereby amended and supplemented by amending and adding thereto all of the Intellectual Property Collateral set forth on Exhibit D annexed hereto and incorporated herein by reference.
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the IP Agreement remain in full force and effect. The Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants therein contained.

- b. This Amendment covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.
- c. As required by the IP Agreement, the Grantor shall reimburse the Bank for the reasonable legal fees and expenses incurred in connection with the preparation and filing of this Amendment.

[Signature page follows.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed and effective as of the date first written above.

GRANTOR:

THE MOTLEY FOOL HOLDINGS, INC.

By Allen C. Douglas
Name: Allen C. Douglas
Title: Chief Financial Officer

BANK:

SILICON VALLEY BANK

By [Signature]
Name: [Signature]
Title: [Signature]

EXHIBIT A

Copyrights

NONE

EXHIBIT B

Patents

NONE

EXHIBIT C

Trademarks

Mark	Registration Number	Registration Date	Country
Declare Your Independence	3,719,681	12/1/2009	US
Motley Fool Epic Voyage Fund	4,182,350	7/31/2012	US
Jester Design	1,420,367	11/14/2011	Australia
The Motley Fool	1,420,368	11/14/2011	Australia

Mark	Application Number	Application Date	Country
Motley Fool Supernova	85501807	12/22/2011	US
Motley Fool Epic Voyage Fund	4,182,350	7/31/2012	US
The Motley Fool	1606021	12/10/2012	Canada
Jester Design	1606026	12/10/2012	Canada
Motley Fool	Pending	3/13/2014	China
Motley Fool	Pending	3/13/2014	China
Motley Fool	Pending	3/13/2014	China
MOTLEY FOOL in Chinese characters -妙利富	Pending	3/13/2014	China
MOTLEY FOOL in Chinese characters -妙利富	Pending	3/13/2014	China
MOTLEY FOOL in Chinese characters -妙利富	Pending	3/13/2014	China
The Motley Fool	2101653	2/18/2011	India
The Motley Fool	1218718J	12/7/2012	Singapore
Jester Design	T1218719I	12/7/2012	Singapore
MOTLEY FOOL in Chinese characters -妙利富	Pending	Pending	Singapore

EXHIBIT D

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