

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM323625

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SimpleTuition, Inc.		11/18/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Orix Ventures, LLC		
Street Address:	1717 Main Street		
Internal Address:	Suite 1100		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75201		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3235305	SIMPLETUITION	
Registration Number:	4038360	SIMPLESPEND	
Registration Number:	4158728	SMARTERBANK	
Registration Number:	4201944	SMARTERBUCKS	
Registration Number:	3260496	TUITIONCOACH	
Serial Number:	86123423	VALORE	
Serial Number:	86209157	VALOREBOOKS	
CORRESPONDENCE DATA			
Fax Number:	8602758299		
<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:	860-275-8285		
Email:	jscheib@rc.com		
Correspondent Name:	Jacqueline P. Scheib		
Address Line 1:	280 Trumbull Street		
Address Line 2:	Robinson & Cole LLP		
Address Line 4:	Hartford, CONNECTICUT 06103		
NAME OF SUBMITTER:	Jacqueline P. Scheib		
SIGNATURE:	/Jacqueline P. Scheib/		

OP \$190.00 3235305

DATE SIGNED:	11/19/2014
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Total Attachments: 5

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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

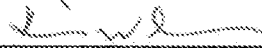
Please be advised that pursuant to the Intellectual Property Security Agreement dated as of November 18, 2014 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement"), by and between SimpleTuition, Inc. (the "Grantor") and ORIX Ventures, LLC (the "Lender"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks shown on Schedule 1 attached hereto to the Lender.

The undersigned Grantor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks (a) may only be terminated in accordance with the terms of that certain Loan and Security Agreement between Grantor and Lender dated as of the date hereof, and (b) is not to be construed as an assignment of any trademark or trademark application.

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Very truly yours,

SIMPLETUTION, INC.

By: 
Name: Kevin Walker
Title: CEO

Acknowledged and Accepted:

ORIX VENTURES, LLC

By: _____
Name:
Title:

[Signature Page to Notice of Grant of Security Interest in Trademarks]

Very truly yours,

SIMPLETUTION, INC.

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

ORIX VENTURES, LLC

By: *William B. Bishop*

Name: William Bishop

Title: Managing Director and Co-Head

[Signature Page to Notice of Grant of Security Interest in Trademarks]

SCHEDULE 1

Trademark Registrations

Trademark	Reg. No.	Reg. Date	Owner	Goods/Services	Status
SIMPLETUITION	3,235,305	April 24, 2007	Simple Tuition, Inc.	Consumer lending services; financing services for the financing of education.	Renewal due April 24, 2017.
SIMPLESPEND	4,038,360	October 11, 2011	SimpleTuition, Inc.	Magnetically encoded prepaid reloadable debit cards; promoting the use of debit cards by issuing incentive rewards; providing prepaid reloadable debit cards services; providing a website featuring information in the field of finance.	Section 8 due October 11, 2017.
SMARTERBANK	4,158,728	June 12, 2012	SimpleTuition, Inc.	Magnetically encoded credit cards, debit cards, and prepaid reloadable debit cards; credit card, debit card, and prepaid reloadable debit card services; financial services, namely, direct and electronic banking services with an incentive rewards program; banking services; checking account services; providing a website featuring financial information and financial advice; providing information via the internet on the subject of financing higher education.	Section 8 due June 12, 2018.
SMATERBUCKS	4,201,944	September 4, 2012	SimpleTuition, Inc.	Promoting and administering incentive awards and customer loyalty programs through the promotion of the goods and services of others; Promoting the use of credit cards and debit cards that allow users to redeem earned rewards points to	Section 8 due September 4, 2018.

Trademark	Reg. No.	Reg. Date	Owner	Goods/Services	Status
				reduce loan debt.	
TUTIONCOACH	3,260,496	July 10, 2007	SimpleTuition, Inc.	Providing information in the field of college funding via the internet.	Renewal due July 10, 2017.
VALORE	86/123,423	November 19, 2013	SimpleTuition, Inc.	Online retail book store services featuring used academic textbooks.	Application pending.
VALOREBOOKS	86,209,157	March 3, 2014	SimpleTuition, Inc.	Operating an on-line marketplace featuring textbooks; providing a buy-back program for used textbooks of others; Operating an on-line marketplace featuring video games, DVDs and CDs.	Application pending.

Unregistered Trademarks

None.