

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM323967

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SMARTERER, INC.		11/17/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Silicon Valley Bank, as Administrative Agent		
Street Address:	3003 Tasman Drive HG 150		
City:	Santa Clara		
State/Country:	CALIFORNIA		
Postal Code:	95054		
Entity Type:	Banking Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4138044	SMARTERER	
CORRESPONDENCE DATA			
Fax Number:	9497200182		
<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:	949-224-6263		
Email:	Trademark@Buchalter.com		
Correspondent Name:	Deena Hochmuth		
Address Line 1:	18400 Von Karman Ave., Suite 800		
Address Line 4:	Irvine, CALIFORNIA 92612		
ATTORNEY DOCKET NUMBER:	S4172-0004		
NAME OF SUBMITTER:	Deena Hochmuth		
SIGNATURE:	/Deena Hochmuth/		
DATE SIGNED:	11/21/2014		
Total Attachments: 5			
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

November 17, 2014

SMARTERER, INC., a Delaware corporation (“**Debtor**”), whose address is 182 N. Union Ave., Farmington, UT 84025 hereby acknowledges that it has granted to Silicon Valley Bank, as Administrative Agent, 3003 Tasman Drive HG 150, Santa Clara, CA 95054 (the “**Secured Party**”), a security interest in and to all of the Debtors’ right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtors (the “**Trademarks**”), together with the goodwill of the business associated therewith; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtors (the “**Patents**”); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtors (the “**Copyrights**”), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Amended and Restated Guarantee and Collateral Agreement dated as of November 17, 2014 (the “Agreement”), among, *inter alios*, the Debtor and the Secured Party as security for the Secured Obligations as set forth in the Agreement and the other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum and Notice of Security Interest in Intellectual Property to be duly executed and delivered as of the date first above written.

DEBTOR:

SMARTERER, INC.,
a Delaware corporation

By: 

Name: Aaron B. Skonnard
Title: President

EXHIBIT A
TRADEMARKS and TRADEMARK APPLICATIONS

<u>Registration No.</u>	<u>Registration Date</u>	<u>Registered Owner</u>	<u>Mark</u>
4,138,044	05/08/2012	Smarterer, Inc.	SMARTERER

EXHIBIT B
PATENTS and PATENT APPLICATIONS

Patent Title	Country	Filed	Type	App #	Status
METHOD AND SYSTEM FOR SKILLS TESTING USING FLUID QUESTION BANKS AND BAYESIAN STATISTICAL RANKING TECHNIQUES	USA	5/29/2012	Nonprovisional	13/482,666	Application

EXHIBIT C
COPYRIGHTS and COPYRIGHT APPLICATIONS

None.