

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM340999

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks (Notes Secured Parties)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ACADEMI LLC		05/11/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent		
Street Address:	100 Wall Street		
Internal Address:	Suite 1600		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 24			
Property Type	Number	Word Mark	
Registration Number:	4545976	ACADEMI ELITE TRAINING. TRUSTED PROTECTI	
Registration Number:	4516046	ELITE TRAINING. TRUSTED PROTECTION.	
Registration Number:	4488879	ACADEMI	
Registration Number:	4386438	ACADEMI ELITE TRAINING. TRUSTED PROTECTI	
Registration Number:	4368695	ELITE TRAINING. TRUSTED PROTECTION.	
Registration Number:	4368694	ELITE TRAINING. TRUSTED PROTECTION.	
Registration Number:	4368693	ELITE TRAINING. TRUSTED PROTECTION.	
Registration Number:	4367909		
Registration Number:	4367908	A EXCELLENCE DIGNITY GOVERNANCE TEAMWORK	
Registration Number:	4360111	ACADEMI	
Registration Number:	4360110	ACADEMI	
Registration Number:	4360079	ACADEMI	
Registration Number:	4360077	ACADEMI	
Registration Number:	4360076	ACADEMI	
Registration Number:	4264616		
Registration Number:	4264614		
Registration Number:	4264613		
Registration Number:	4264611		
TRADEMARK			

OP \$615.00 4545976

Property Type	Number	Word Mark
Registration Number:	4154400	XE
Serial Number:	85853199	ELITE TRAINING. TRUSTED PROTECTION.
Serial Number:	85783718	A EXCELLENCE DIGNITY GOVERNANCE TEAMWORK
Serial Number:	85783707	A EXCELLENCE DIGNITY GOVERNANCE TEAMWORK
Serial Number:	85626325	
Serial Number:	85620897	ACADEMI

CORRESPONDENCE DATA

Fax Number: 9192868199
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.
Phone: 919 286-8000
Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: MOORE & VAN ALLEN PLLC
Address Line 1: 3015 CARRINGTON MILL BOULEVARD
Address Line 2: SUITE 400
Address Line 4: MORRISVILLE, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625.4895
NAME OF SUBMITTER:	John E. Slaughter, III
SIGNATURE:	/jes/
DATE SIGNED:	05/12/2015

Total Attachments: 4
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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 and Pledge Agreement dated as of May 11, 2015 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and U.S. Bank National Association, as collateral agent (the "Collateral Agent") for the Notes Secured Parties (as defined in the Indenture referred to in the Agreement) referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Notes Secured Parties:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
	See <u>Schedule 1</u> attached hereto	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
	See <u>Schedule 1</u> attached hereto	

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
ACADEMI LLC

DB1/ 83369753.2

**TRADEMARK
REEL: 005514 FRAME: 0391**

The undersigned Obligor and the Collateral Agent, on behalf of the Notes Secured Parties, 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,

ACADEMI LLC

By: 

Name: Aaron Kanter

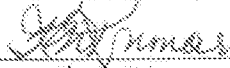
Title: Authorized Signatory

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
ACADEMI LLC

TRADEMARK
REEL: 005514 FRAME: 0392

Acknowledged and Accepted:

U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent

By: 
Name: E. Wendy Kaman
Title: Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
ACADEMI LLC

TRADEMARK
REEL: 005514 FRAME: 0393

Schedule 1

**ACADEMI LLC
(Delaware Limited Liability Company)**

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
ACADEMI ELITE TRAINING. TRUSTED PROTECTION. and Design	4545976	06/10/14
ELITE TRAINING. TRUSTED PROTECTION.	4516046	04/15/14
ACADEMI	4488879	02/25/14
ACADEMI ELITE TRAINING. TRUSTED PROTECTION. and Design	4386438	08/20/13
ELITE TRAINING. TRUSTED PROTECTION.	4368695	07/16/13
ELITE TRAINING. TRUSTED PROTECTION.	4368694	07/16/13
ELITE TRAINING. TRUSTED PROTECTION.	4368693	07/16/13
Design only	4367909	07/16/13
A EXCELLENCE DIGNITY GOVERNANCE TEAMWORK INNOVATION INTEGRITY and Design	4367908	07/16/13
ACADEMI and Design	4360111	07/02/13
ACADEMI and Design	4360110	07/02/13
ACADEMI	4360079	07/02/13
ACADEMI	4360077	07/02/13
ACADEMI	4360076	07/02/13
Design only	4264616	12/25/12
Design only	4264614	12/25/12
Design only	4264613	12/25/12
Design only	4264611	12/25/12
XE	4154400	06/05/12

Pending Applications

Mark	Appl. No.	Filing Date
ELITE TRAINING. TRUSTED PROTECTION.	85853199	02/19/13
A EXCELLENCE DIGNITY GOVERNANCE TEAMWORK INNOVATION INTEGRITY and Design	85783718	11/20/12
A EXCELLENCE DIGNITY GOVERNANCE TEAMWORK INNOVATION INTEGRITY and Design	85783707	11/20/12
Design only	85626325	05/15/12
ACADEMI	85620897	05/09/12