TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM344785

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks (Second Lien)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Edmentum, Inc.		06/09/2015	CORPORATION:
Edmentum Holdings, Inc.		06/09/2015	CORPORATION:

RECEIVING PARTY DATA

Name:	Credit Suisse AG, Cayman Islands Branch, as Collateral Agent
Street Address:	Eleven Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	Bank organized and existing under the laws of Switzerland: SWITZERLAND

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	4551201	EDOPTIONS ACADEMY
Registration Number:	4577255	EDMENTUM SENSEI
Registration Number:	4564863	EDMENTUM
Registration Number:	4377073	ACCUCESS
Registration Number:	4377074	FLEXTEST
Registration Number:	3383398	ORCHARD SOFTWARE

CH $165.00 4551201

CORRESPONDENCE DATA

Fax Number: 2149813400

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: 214-981-3483
Email: dclark@sidley.com
Correspondent Name: Dusan Clark, Esq.
Address Line 1: Sidley Austin LLP
Address Line 2: 2001 Ross Avenue, Suite 3600
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	32513-50600
NAME OF SUBMITTER:	Dusan Clark
SIGNATURE:	/Dusan Clark/

DATE SIGNED:	06/16/2015

Total Attachments: 6

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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 Amended and Restated Guarantee and Collateral Agreement (Second Lien) dated as of June 9, 2015 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") by and among the Guarantors party thereto (each a "Grantor" and collectively, the "Grantors") and Credit Suisse AG, Cayman Islands Branch, as collateral agent (the "Collateral Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks shown on Schedule 1 attached hereto, together with all goodwill associated therewith or symbolized thereby, to the Collateral Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark.

[Signature pages follow]

IN WITNESS WHEREOF, the parties have caused this Notice of Grant of Security Interest in Trademarks to be duly executed by their respective officers thereunto duly authorized as of the first date written above.

GRANTOR:

EDMENTUM, INC.

By: _____
Name: Robert J. Rueckl
Title: Chief Financial Officer

[Signature Page to Notice of Grant of Security Interest in Trademarks (Second Lien)]

GRANTOR:

EDMENTUM HOLDINGS, INC.

By: _____
Name: Robert J. Rueckl
Title: Chief Financial Officer

[Signature Page to Notice of Grant of Security Interest in Trademarks (Second Lien)]

IN WITNESS WHEREOF, the parties have caused this Notice of Grant of Security Interest in Trademarks to be duly executed by their respective officers thereunto duly authorized as of the first date written above.

Acknowledged and Accepted:

Credit Suisse AG, Cayman Islands Branch,
as Collateral Agent

By: _____

Name: Didier Siffer

Title: Authorized Signatory

_____

Megan Kane
Authorized Signatory

[Signature Page to Notice of Grant of Security Interest in Trademarks (Second Lien)]

Schedule 1

Mark	Class	Country	Reg. No./ Reg. Date	Current Owner	Status
EDOPTIONS ACADEMY EdOptions ACADEMY	41	US	4551201 17-JUN-2014	EDMENTUM, INC.	Registered
EDMENTUM SENSEI	42	US	4577255 29-JUL-2014	EDMENTUM, INC.	Registered
EDMENTUM	9 16 35 38 41 42	US	4564863 08-JUL-2014	EDMENTUM, INC.	Registered
ACCUCESS	42	US	4377073 30-JUL-2013	EDMENTUM, INC.	Registered
FLEXTEST	42	US	4377074 30-JUL-2013	EDMENTUM, INC.	Registered
EDMENTUM		Mexico	1472518 82-JUL-2014	EDMENTUM, INC.	Registered
EDMENTUM		Mexico	1472517 82-JUL-2014	EDMENTUM, INC.	Registered
EDMENTUM		South Africa	2013/06825 15-MAR-2013	EDMENTUM, INC.	Registered
EDMENTUM		South Africa	2013/06826 15-MAR-2013	EDMENTUM, INC.	Registered
EDMENTUM		South Africa	2013/06827 15-MAR-2013	EDMENTUM, INC.	Registered
EDMENTUM		South Africa	2013/06824 15-MAR-2013	EDMENTUM, INC.	Registered
EDOPTIONS ACADEMY (Stylized)		WIPO	1210881 23-APR-2014	EDMENTUM, INC.	Registered China, European Community, India, Mexico
EDMENTUM		WIPO	1189243 15-MAR-2013	EDMENTUM, INC.	Registered China, European Community Pending Mexico

Mark	Class	Country	Reg. No./ Reg. Date	Current Owner	Status
PLATO LEARNING		Puerto Rico	61211 30-SEP-2005	EDMENTUM HOLDINGS, INC.	Registered
PLATO		Malaysia	S027615 20-APR-1987	EDMENTUM HOLDINGS, INC.	Registered
ORCHARD SOFTWARE	9		3383398 12 FEB 2008	Edmentum, Inc.	Registered