

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM353234

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Second Lien Assignment of Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation, as Retiring Agent		08/21/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Antares Capital LP, as Successor Agent		
Street Address:	500 West Monroe Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 23			
Property Type	Number	Word Mark	
Registration Number:	4612096	NAVEX GLOBAL	
Registration Number:	3494370	INTEGRILINK	
Registration Number:	1826704	ALERTLINE	
Registration Number:	4179009	E E L T	
Registration Number:	4138669	WORKING PEOPLE NEWS	
Registration Number:	4091816	POLICY IN ACTION	
Registration Number:	4099674	WORKPLACE HARASSMENT 360	
Registration Number:	4099673	ETHICS 360	
Registration Number:	4091685	CODE IN ACTION	
Registration Number:	2478364	WORKING PEOPLE	
Registration Number:	2388228	ELT	
Registration Number:	2898031	LEGAL ENGINEERING	
Registration Number:	4150040	INTEGRITY AT WORK	
Registration Number:	3035481	EP	
Registration Number:	2939611	ETHICS POINT INTEGRITY AT WORK	
Registration Number:	3733037	MAKING THE WORLD A BETTER WORKPLACE	
Registration Number:	3741434	GLOBAL COMPLIANCE	
Registration Number:	3934625	GLOBAL COMPLIANCE	
Registration Number:	2504591	ETHICSPPOINT	
TRADEMARK			

OP \$590.00 4612096

Property Type	Number	Word Mark
Registration Number:	4018991	POLICY TECHNOLOGIES INTERNATIONAL, INC.
Registration Number:	3529446	POLICY & PROCEDURE MANAGER
Registration Number:	3662286	BRIGHTLINE
Serial Number:	86215209	POLICYTECH

CORRESPONDENCE DATA

Fax Number:

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.

Email: ipdocket@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 650 Town Center Drive, Suite 2000

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	025646-0000
NAME OF SUBMITTER:	Rhonda DeLeon
SIGNATURE:	/Rhonda DeLeon/
DATE SIGNED:	08/31/2015

Total Attachments: 8

source=Second Lien Assignment of Intellectual Property Security Agreement (NAVEX)(4271971_2_LA)#page1.tif
source=Second Lien Assignment of Intellectual Property Security Agreement (NAVEX)(4271971_2_LA)#page2.tif
source=Second Lien Assignment of Intellectual Property Security Agreement (NAVEX)(4271971_2_LA)#page3.tif
source=Second Lien Assignment of Intellectual Property Security Agreement (NAVEX)(4271971_2_LA)#page4.tif
source=Second Lien Assignment of Intellectual Property Security Agreement (NAVEX)(4271971_2_LA)#page5.tif
source=Second Lien Assignment of Intellectual Property Security Agreement (NAVEX)(4271971_2_LA)#page6.tif
source=Second Lien Assignment of Intellectual Property Security Agreement (NAVEX)(4271971_2_LA)#page7.tif
source=Second Lien Assignment of Intellectual Property Security Agreement (NAVEX)(4271971_2_LA)#page8.tif

**SECOND LIEN ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT**

This **SECOND LIEN ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this “Assignment”), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, “GECC”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “Retiring Agent”) and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “Antares”), acting in its capacity as the successor administrative agent (in such capacity, the “Successor Agent”).

RECITALS:

WHEREAS, NAVEX Global, Inc., as “Grantor”, and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “Agreements”) covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

- Remainder of Page Intentionally Left Blank; Signature Page Follows –

IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By: 

Name: STEVEN FLOWERS

Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: 

Name: DAVID BRACKETT

Title: Duly Authorized Signatory

EXHIBIT A

Second Lien Trademark Security Agreement dated as of November 20, 2014 and recorded with the United States Patent and Trademark Office on November 20, 2014 at Reel 5405, Frame 0428.

Second Lien Trademark Security Agreement dated as of November 20, 2014 and recorded with the United States Patent and Trademark Office on November 20, 2014 at Reel 5405, Frame 0435.

Second Lien Copyright Security Agreement dated as of November 20, 2014 and filed with the United States Copyright Office on November 21, 2014.

EXHIBIT B

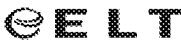
United States Copyright Registrations:

COPYRIGHT TITLE	REG. NO.	REG. DATE	CURRENT OWNER OF RECORD
Ethics & Code of Conduct III.	PA0001712376	7/16/10	ELT, Inc.
Ethics 3.	PA0001696009	7/20/10	ELT, Inc.
Integrity Suite.	PA0001696010	7/20/10	ELT, Inc.
International Workplace Harassment.	PA0001779400	3/6/12	ELT, Inc.
Wage 1.	PA0001696029	7/20/10	ELT, Inc.
Work Place Harassment 2.	PA0001696030	7/21/10	ELT, Inc.
Work Place Harassment 3.	PA0001713641	7/21/10	ELT, Inc.
WPH-2.	PA0001731154	7/16/10	ELT, Inc.
WPH-3.	PA0001731144	7/16/10	ELT, Inc.
Contract manager.	TX0006202923	7/18/05	Employment Law Training, Inc.
Cyber policy.	PA0001312636	2/13/06	Employment Law Training, Inc.
Equal employment opportunity.	PA0001313716	2/13/06	Employment Law Training, Inc.
Ethics and code of conduct.	PA0001311040	2/22/06	Employment Law Training, Inc.

COPYRIGHT TITLE	REG. NO.	REG. DATE	CURRENT OWNER OF RECORD
Lawful hiring.	PA0001311038	2/22/06	Employment Law Training, Inc.
Lawful terminations.	PA0001312589	2/13/06	Employment Law Training, Inc.
Report.	TX0006202924	7/18/05	Employment Law Training, Inc.
Workplace diversity.	PA0001324729	4/28/06	Employment Law Training, Inc.
Workplace harassment.	PA0001312591	2/13/06	Employment Law Training, Inc.
Workplace harassment.	PA0001309494	2/22/06	Employment Law Training, Inc.
Workplace harassment refresher.	PA0001321597	2/12/06	Employment Law Training, Inc.
Workplace privacy.	PA0001311037	2/22/06	Employment Law Training, Inc.
Workplace violence.	PA0001311039	2/22/06	Employment Law Training, Inc.
Ethicspoint.com.	TX0006162486	4/13/04	Ethicspoint, Inc.
FDA Validation Package for Policy & Procedure Manager 5.5, 21 CFR Part 11 and 820 Compliance.	TX0007148526	12/10/09	Policy Technologies International, Inc.
Policy & Procedure Manager 5.0.	TX0006890041	11/7/08	Policy Technologies International, Inc.

COPYRIGHT TITLE	REG. NO.	REG. DATE	CURRENT OWNER OF RECORD
Policy & Procedure Manager 5.5.	TX0007047753	9/21/09	Policy Technologies International, Inc.
Policy & Procedure Manager 6.0.	TX0007376325	3/10/11	Policy Technologies International, Inc.
Policy and procedure manager software code.	TXu001193389	10/10/02	Policy Technologies International, Inc.
Policy and procedure manager source code (version 4.5)	TX0006539036	4/18/07	Policy Technologies International, Inc.
Policy & Procedure Manager 6.5.	TX0007476583	12/8/11	Policy Technologies International, Inc.

United States Trademark Registrations:

COUNT RY	MARK	APP. NO.	FILE DATE	REG. NO.	REG. DATE	CURRENT OWNER OF RECORD
U.S.	NAVEX GLOBAL	85855794	2/21/13	4612096	9/30/14	NAVEX Global Holding Company
U.S.	INTEGRILINK	76665229	8/28/06	3494370	9/2/08	NAVEX Global, Inc.
U.S.	AlertLine	74375029	4/1/93	1826704	3/15/94	NAVEX Global, Inc.
U.S.	ELT 	85482659	11/29/11	4179009	7/24/12	NAVEX Global, Inc.
U.S.	WORKING PEOPLE NEWS	85418956	9/9/11	4138669	5/8/12	NAVEX Global, Inc.
U.S.	POLICY IN ACTION	85087853	7/19/10	4091816	1/24/12	NAVEX Global, Inc.

COUNT RY	MARK	APP. NO.	FILE DATE	REG. NO.	REG. DATE	CURRENT OWNER OF RECORD
U.S.	WORKPLACE HARASSMENT 360	85030708	5/5/10	4099674	2/14/12	NAVEX Global, Inc.
U.S.	ETHICS 360	85030699	5/5/10	4099673	2/14/12	NAVEX Global, Inc.
U.S.	CODE IN ACTION	85030689	5/5/10	4091685	1/24/12	NAVEX Global, Inc.
U.S.	WORKING PEOPLE	75565435	10/7/98	2478364	8/14/01	NAVEX Global, Inc.
U.S.	ELT	75424689	1/28/98	2388228	9/19/00	NAVEX Global, Inc.
U.S.	LEGAL ENGINEERING	78122409		2898031	10/26/04	NAVEX Global, Inc.
U.S.	INTEGRITY AT WORK	85439179	10/4/11	4150040	5/29/12	NAVEX Global, Inc.
U.S.	EP 	78511576	11/4/04	3035481	12/27/05	NAVEX Global, Inc.
U.S.	ETHICS POINT INTEGRITY AT WORK 	78197583	12/23/02	2939611	4/12/05	NAVEX Global, Inc.
U.S.	MAKING THE WORLD A BETTER WORKPLACE	76665355	8/29/06	3733037	1/5/10	NAVEX Global, Inc.
U.S.	GLOBAL COMPLIANCE	76665228	8/28/06	3741434	1/26/10	NAVEX Global, Inc.
U.S.	GLOBAL COMPLIANCE 	76665227	8/28/06	3934625	3/22/11	NAVEX Global, Inc.

COUNT RY	MARK	APP. NO.	FILE DATE	REG. NO.	REG. DATE	CURRENT OWNER OF RECORD
U.S.	ETHICSPPOINT	76208520	2/8/01	2504591	11/6/01	NAVEX Global, Inc.
U.S.	POLICY TECHNOLOGIES INTERNATIONAL, INC.	85229252	1/28/11	4018991	8/30/11	NAVEX Global, Inc.
U.S.	POLICY & PROCEDURE MANAGER	77360271	12/27/07	3529446	11/4/08	NAVEX Global, Inc.
European Communit y	ALERTLINE	000559237	6/19/97	000559237	6/22/99	Global Compliance Services, Inc.
European Communit y	INTEGRILINK	008477771	8/6/09	008477771	2/1/10	Global Compliance Services, Inc.
Internatio nal Register	ETHICSPPOINT	1129528	01/31/12	1129528	01/31/201 2	Ethicspoint, Inc. 6000 Meadows Road, Suite 200 Lake Oswego Or 97035
U.S.	BRIGHTLINE	76691002	7/2/2008	3662286	08/04/200 9	Brightline Compliance

United States Trademark Applications:

COUNT RY	MARK	APP. NO.	FILE DATE	REG. NO.	REG. DATE	CURRENT OWNER OF RECORD
U.S.	POLICYTECH	86215209	3/7/14			NAVEX Global, Inc.
U.S.	GRC INSIGHTS	85963922	6/19/13			NAVEX Global Holding Company