

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM364068

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MorganFranklin Consulting, LLC		11/30/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	901 Main Street, 14th Floor		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75202		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4731467	VOICES ON VALUE	
Registration Number:	4244299	MORGANFRANKLIN	
Registration Number:	3703732	CORE CONFIDENCE	
Registration Number:	3271811	SURPASSING EXPECTATIONS	
Serial Number:	86672376	MORGANFRANKLIN	
Serial Number:	86530370	RAPID RESOLUTION	
CORRESPONDENCE DATA			
Fax Number:	9194168349		
<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:	9192868000		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	3015 Carrington Mill Blvd		
Address Line 2:	Suite 400		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	327000.027369		
NAME OF SUBMITTER:	John E. Slaughter, III		
SIGNATURE:	/jes/		

OP \$165.00 4731467

DATE SIGNED:	12/01/2015
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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 November 30, 2015 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the holders of the Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Obligations, 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.

[Signature pages follow]

Very truly yours,

MORGANFRANKLIN CONSULTING, LLC,
a Delaware limited liability company

By: C.E. Andrews
Name: C.E. Andrews
Title: Chief Executive Officer

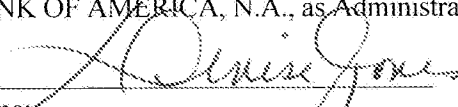
Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name:
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name: Denise Jones
Title: Assistant Vice President

Schedule 1

MorganFranklin Consulting, LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
VOICES ON VALUE	4731467	05/05/15
MORGANFRANKLIN	4244299	11/20/12
CORE CONFIDENCE	3703732	10/27/09
SURPASSING EXPECTATIONS	3271811	07/31/07

Pending Applications

Mark	Appl. No.	Filing Date
MORGANFRANKLIN	86672376	06/24/15
RAPID RESOLUTION	86530370	02/10/15