

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM368447

| | | | |
|---|------------------------------------|--|-------------------------------------|
| SUBMISSION TYPE: | RESUBMISSION | | |
| NATURE OF CONVEYANCE: | Security Agreement | | |
| RESUBMIT DOCUMENT ID: | 900348135 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Educate 360, LLC | | 12/21/2015 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Webster Bank, National Association | | |
| Street Address: | 80 Elm Street | | |
| City: | New Haven | | |
| State/Country: | CONNECTICUT | | |
| Postal Code: | 06510 | | |
| Entity Type: | Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 7 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3972154 | SENIOR CERTIFIED PROJECT MANAGER | |
| Registration Number: | 4293717 | THE MOST TRUSTED NAME IN PROJECT MANAGEM | |
| Registration Number: | 4316716 | CLUB PDU | |
| Registration Number: | 3858578 | PROJECT MANAGEMENT ACADEMY | |
| Registration Number: | 4844286 | PROJECT MANAGEMENT ACADEMY | |
| Registration Number: | 4009455 | SCPM | |
| Registration Number: | 4011772 | SENIOR CERTIFIED PROJECT MANAGER (SCPM) | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <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: | 212-238-3214 | | |
| Email: | selwin@emmetmarvin.com | | |
| Correspondent Name: | Sharon Elwin | | |
| Address Line 1: | 120 Broadway | | |
| Address Line 2: | 32nd Floor | | |
| Address Line 4: | New York, NEW YORK 10271 | | |
| ATTORNEY DOCKET NUMBER: | F160299 | | |

| | |
|---|----------------|
| NAME OF SUBMITTER: | Sharon Elwin |
| SIGNATURE: | /Sharon Elwin/ |
| DATE SIGNED: | 01/08/2016 |
| Total Attachments: 3 source=Updated trademark Agreement#page1.tif source=Updated trademark Agreement#page2.tif source=Updated trademark Agreement#page3.tif | |

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **EDUCATE 360, LLC**, a Delaware limited liability company (the "**Grantor**"), and **WEBSTER BANK, NATIONAL ASSOCIATION**, (the "**Administrative Agent**") are parties to a Security Agreement, dated as of the date hereof (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**"). Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

Pursuant to the Security Agreement, the Grantor granted to the Administrative Agent a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "**Trademarks**"), together with the goodwill of the business symbolized by the Trademarks, and all proceeds thereof, including, without limitation, from any and all causes of action which may exist by reason of infringement thereof (the "**Collateral**"), to secure the prompt payment, performance and observance of the Obligations.

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is:

Webster Bank, National Association
80 Elm Street
New Haven, Connecticut. 06510

THIS GRANT OF SECURITY INTEREST (TRADEMARKS) AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE INTERNAL LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAWS.

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IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest (Trademarks) to be duly executed by its duly authorized officer as of the 21 day of December, 2015.

EDUCATE 360, LLC

By: 
Name: John Smith
Title: Chief Executive Officer

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of December 21, 2015

| | Trademark | Reg. No./Serial No. |
|----|--|----------------------------|
| 1. | SENIOR CERTIFIED PROJECT MANAGER | 3,972,154 |
| 2. | THE MOST TRUSTED NAME IN PROJECT MANAGEMENT TRAINING | 4,293,717 |
| 3. | CLUB PDU | 4,316,716 |
| 4. | Project Management Academy | 3,858,578 |
| 5. | Project Management Academy | 4,844,286 |
| 6. | SCPM | 4,009,455 |
| 7. | SENIOR CERTIFIED PROJECT MANAGER (SCPM) | 4,011,772 |