

TRADEMARK ASSIGNMENT COVER SHEET

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SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	FIRST AMENDMENT TO AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY AGREEMENT
RESUBMIT DOCUMENT ID:	900368435

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VALORE, INC.	FORMERLY SimpleTuition, Inc.	06/16/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Silicon Valley Bank
Street Address:	275 Grove Street
Internal Address:	Suite 2-200
City:	Newton
State/Country:	MASSACHUSETTS
Postal Code:	02466
Entity Type:	Corporation: CALIFORNIA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	86209157	VALOREBOOKS
Serial Number:	86123423	VALORE
Serial Number:	85262511	SIMPLESPEND
Serial Number:	78847177	TUITIONCOACH
Serial Number:	78759118	SIMPLETUITION

CORRESPONDENCE DATA

Fax Number: 8004947512

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: 202-370-4750

Email: ipteam@nationalcorp.com

Correspondent Name: Stewart Walsh

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: National Corporate Research, LTD

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER: F163830

NAME OF SUBMITTER:	ANDREW NASH
SIGNATURE:	/ANDREW NASH/
DATE SIGNED:	06/27/2016
Total Attachments: 4 source=Closing Copy - First Amendment to Amended and Restated Intellectual Property Security Agreement - (Valore)#page1.tif source=Closing Copy - First Amendment to Amended and Restated Intellectual Property Security Agreement - (Valore)#page2.tif source=Closing Copy - First Amendment to Amended and Restated Intellectual Property Security Agreement - (Valore)#page3.tif source=Closing Copy - First Amendment to Amended and Restated Intellectual Property Security Agreement - (Valore)#page4.tif	

**FIRST AMENDMENT TO
AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This First Amendment to Amended and Restated Intellectual Property Security Agreement (this "Amendment") is made as of June 16, 2016, by and between **VALORE, INC.** (f/k/a SimpleTuition, Inc.), a Delaware corporation, with its principal place of business located at 268 Summer Street, Suite 502, Boston, Massachusetts 02210 ("Grantor") and **SILICON VALLEY BANK**, a California corporation with a loan production office located at 275 Grove Street, Suite 2-200, Newton, Massachusetts 02466 ("Bank") in consideration of the mutual covenants herein contained and benefits to be derived herefrom.

W I T N E S S E T H:

WHEREAS, the Grantor executed and delivered an Amended and Restated Intellectual Property Security Agreement dated as of June 4, 2014 (as amended, the "IP Agreement") in favor of Bank, pursuant to which the Grantor pledged, granted and assigned a security interest in favor of Bank in certain Intellectual Property Collateral (as defined therein); and

WHEREAS, the Grantor and Bank desire to amend such IP Agreement as stated herein.

NOW, THEREFORE, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the IP Agreement.
2. Amendment to Exhibits. Exhibit C to the IP Agreement is hereby deleted in its entirety and replaced with Exhibit C attached hereto.
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the IP Agreement remain in full force and effect. The Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants therein contained.
 - b. This Amendment covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.
 - c. Grantor shall reimburse the Bank for the reasonable legal fees and expenses incurred in connection with the preparation of this Amendment.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, the parties have hereto have caused this Amendment to be executed and their seals to be hereto affixed as of the date first above written.

“Grantor”

VALORE, INC.

By: Geoffrey Willison

Name: Geoffrey Willison

Title: CEO & COO

“Bank”

SILICON VALLEY BANK

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties have hereto have caused this Amendment to be executed and their seals to be hereto affixed as of the date first above written.

“Grantor”

VALORE, INC.

By: _____

Name: _____

Title: _____

“Bank”

SILICON VALLEY BANK

By: CM _____

Name: Chris Morrison _____

Title: VP _____

EXHIBIT C

Trademarks

Citation	Source	Class	Image	Owner Name	Application Number	Registration Number	Status
VALOREBOOKS Cross References: VALORE BOOKS	USPTO	35	VALOREBOOKS	SIMPLETUITION , INC.	App 86209157	Reg 4627990	Registered
VALORE Translation: VALUE	USPTO	35	VALORE	SIMPLETUITION , INC.	App 86123423		Published
SIMPLESPEND Cross References: SIMPLE SPEND	USPTO	9 35 36	SIMPLESPEND	SIMPLETUITION , INC.	App 85262511	Reg 4038360	Registered
TUITIONCOACH Cross References: TUITION COACH	USPTO	36	TUITIONCOACH	SIMPLETUITION , INC.	App 78847177	Reg 3260496	Registered
SIMPLETUITION Cross References: SIMPLE TUITION	USPTO	36	SIMPLETUITION	SIMPLETUITION , INC.	App 78759118	Reg 3235305	Registered