

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM388530

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Boundless Learning Inc.		06/15/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	ORIX Ventures, LLC		
Street Address:	1717 Main Street		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75201		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	86292092	CLOUD POWERED TEXTBOOKS	
Serial Number:	86292089	CLOUD POWERED TEXTBOOKS	
Serial Number:	86292078	CLOUD POWERED EDUCATION	
Serial Number:	86292068	CLOUD POWERED EDUCATION	
Registration Number:	4672334		
Registration Number:	4653536		
CORRESPONDENCE DATA			
Fax Number:	8602758299		
<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:	860-275-8285		
Email:	jscheib@rc.com		
Correspondent Name:	Jacqueline P. Scheib		
Address Line 1:	280 Trumbull Street		
Address Line 2:	Robinson & Cole LLP		
Address Line 4:	Hartford, CONNECTICUT 06103		
NAME OF SUBMITTER:	Jacqueline P. Scheib		
SIGNATURE:	/Jacqueline P. Scheib/		
DATE SIGNED:	06/20/2016		

OP \$165.00 86292092

Total Attachments: 11

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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 Intellectual Property Security Agreement dated as of June 15, 2016 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement"), by and between Boundless Learning Inc. (the "Grantor") and ORIX Ventures, LLC (the "Lender"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks shown on Schedule 1 attached hereto to the Lender.

The undersigned Grantor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks (a) may only be terminated in accordance with the terms of that certain Loan and Security Agreement between SimpleTuition, Inc., now known as Valore, Inc., and Lender dated as of November 18, 2014, as amended from time to time, and (b) is not to be construed as an assignment of any trademark or trademark application.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Very truly yours,

BOUNDLESS LEARNING INC.

By: Geoffrey Willison

Name: Geoffrey Willison

Title: CEO & COO

Acknowledged and Accepted:

ORIX VENTURES, LLC

By: _____

Name:

Title:

[Signature Page to Notice of Grant of Security Interest in Trademarks (Boundless Learning)]

TRADEMARK
REEL: 005816 FRAME: 0454

Very truly yours,

BOUNDLESS LEARNING INC.

By: _____
Name: Geoffrey Willison
Title: CEO

Acknowledged and Accepted:

ORIX VENTURES, LLC

By: _____
Name: Mark Campbell
Title: Authorized Representative

[Signature Page to Notice of Grant of Security Interest in Trademarks (Boundless Learning)]

SCHEDULE 1

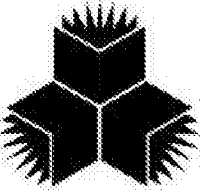
U.S Trademark Applications and Registrations

Trademark	Appl. No.	Appl. Date	Goods/Services	Status
CLOUD POWERED TEXTBOOKS	86/292,092	May 27, 2014	IC41 - Educational services, namely, providing on-line non-downloadable learning content for primary, secondary and college students, namely, electronic textbooks, books, flashcards, study guides, quizzes, articles, images and video in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science; educational services, namely, providing on-line non-downloadable learning content for educators, namely, electronic textbooks, books, flashcards, study guides, quizzes, articles, images and video featuring information about learning to teach in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science; educational services, namely, providing online non-downloadable books featuring mathematics, English, history, sociology, psychology, foreign languages, sciences,	Pending

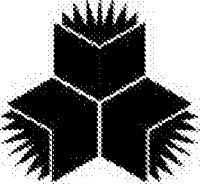
Trademark	Appl. No.	Appl. Date	Goods/Services	Status
			<p>accounting, marketing, business, economics, finance, the arts and political science; providing non-downloadable electronic publications in the nature of textbooks, books, flashcards, study guides, quizzes, articles, images and video featuring information in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science</p> <p>IC42 - Providing on-line non-downloadable interactive educational software for primary, secondary and college students featuring instruction in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science; Providing on-line non-downloadable interactive educational software for educators featuring instruction about learning to teach in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and</p>	

Trademark	Appl. No.	Appl. Date	Goods/Services	Status
			political science	
CLOUD POWERED TEXTBOOKS	86/292,089	May 27, 2014	IC9 - Downloadable books and downloadable information in the nature of books, textbooks, study guides, flashcards, quizzes, articles, questions, problem sets, images, video and datasets, all featuring information in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science	Pending
CLOUD POWERED EDUCATION	86/292,078	May 27, 2014	IC41 - Educational services, namely, providing on-line non-downloadable learning content for primary, secondary and college students, namely, electronic textbooks, books, flashcards, study guides, quizzes, articles, images and video in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science; educational services, namely, providing on-line non-downloadable learning content for educators, namely, electronic textbooks, books, flashcards, study guides, quizzes, articles, images and video featuring information	Pending

Trademark	Appl. No.	Appl. Date	Goods/Services	Status
			<p>about learning to teach in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science; educational services, namely, providing online non-downloadable books featuring mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science; providing non-downloadable electronic publications in the nature of textbooks, books, flashcards, study guides, quizzes, articles, images and video featuring information in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science</p> <p>IC42 - Providing on-line non-downloadable interactive educational software for primary, secondary and college students featuring instruction in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences,</p>	

Trademark	Appl. No.	Appl. Date	Goods/Services	Status
			accounting, marketing, business, economics, finance, the arts and political science; Providing on-line non-downloadable interactive educational software for educators featuring instruction about learning to teach in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science	
CLOUD POWERED EDUCATION	86/292,068	May 27, 2014	IC9 - Downloadable books and downloadable information in the nature of books, textbooks, study guides, flashcards, quizzes, articles, questions, problem sets, images, video and datasets, all featuring information in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science	Pending
	4,672,334	January 13, 2015	IC41 - Educational services, namely, providing on-line non-downloadable learning content for primary, secondary and college students, namely, electronic textbooks, books, flashcards, study guides, quizzes, articles, images and video in the fields of mathematics, English, history, sociology,	Section 8 due January 13, 2021

Trademark	Appl. No.	Appl. Date	Goods/Services	Status
			psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science; educational services, namely, providing on-line non-downloadable learning content for educators, namely, electronic textbooks, books, flashcards, study guides, quizzes, articles, images and video featuring information about learning to teach in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science; educational services, namely, providing online non-downloadable books featuring mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science; providing non-downloadable electronic publications in the nature of textbooks, books, flashcards, study guides, quizzes, articles, images and video featuring information in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing,	

Trademark	Appl. No.	Appl. Date	Goods/Services	Status
			<p>business, economics, finance, the arts and political science</p> <p>IC42 - Providing on-line non-downloadable interactive educational software for primary, secondary and college students featuring instruction in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science; Providing on-line non-downloadable interactive educational software for educators featuring instruction about learning to teach in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing, business, economics, finance, the arts and political science</p>	
	4,653,536	December 9, 2014	<p>IC9 - Downloadable books and downloadable information in the nature of books, textbooks, study guides, flashcards, quizzes, articles, questions, problem sets, images, video and datasets, all featuring information in the fields of mathematics, English, history, sociology, psychology, foreign languages, sciences, accounting, marketing,</p>	<p>Section 8 due December 9, 2020</p>

Trademark	Appl. No.	Appl. Date	Goods/Services	Status
			business, economics, finance, the arts and political science	

Unregistered Trademarks

None.