

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM389253

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Apex Learning Inc.		04/30/2016	Corporation: WASHINGTON
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Brightmont, Inc.		
<b>Street Address:</b>	1215 Fourth Avenue, Suite 1500		
<b>City:</b>	Seattle		
<b>State/Country:</b>	WASHINGTON		
<b>Postal Code:</b>	98161		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4114251	BRIGHTMONT ACADEMY	
<b>Registration Number:</b>	4291481	B BRIGHTMONT A C A D E M Y	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Phone:</b>	650-798-6700		
<b>Email:</b>	pltrademarks@klgates.com		
<b>Correspondent Name:</b>	Britt L. Anderson		
<b>Address Line 1:</b>	925 4th Ave., Ste. 2900		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98104-1158		
<b>NAME OF SUBMITTER:</b>	Britt L. Anderson		
<b>SIGNATURE:</b>	/Britt L. Anderson/		
<b>DATE SIGNED:</b>	06/24/2016		
<b>Total Attachments: 2</b>			
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**TRADEMARK ASSIGNMENT**

**(Nunc Pro Tunc)**

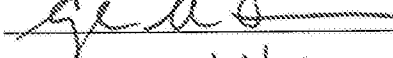
**WHEREAS**, Apex Learning Inc., a Washington corporation, with a business address of 1215 Fourth Avenue, Suite 1500, Seattle, WA 98161 (hereinafter, "**Assignor**") owns all right, title, and interest in and to the trademarks, depicted in Exhibit A attached hereto, and all common law rights associated therewith, together with all goodwill arising from the use of and symbolized by said trademarks (hereinafter, "**Marks**");

**WHEREAS**, pursuant to that certain Contribution, Assignment and Assumption Agreement dated April 30, 2016 (the "Contribution Agreement"), Assignor agreed to transfer, and did transfer, rights and goodwill in the Marks to Brightmont, Inc., a Delaware corporation, with a business address of 1215 Fourth Avenue, Suite 1500, Seattle, WA 98161 (hereinafter, "Assignee");


**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and further to the Contribution Agreement, Assignor hereby sells, assigns and transfers to Assignee *nunc pro tunc*, effective as of April 30, 2016, all right, title and interest in and to the Marks, including all common law rights together with the goodwill of the business symbolized by the Marks and all causes of action for infringement of the Marks.

Dated as of June 23, 2016

APEX LEARNING INC.

By:   
Name: Cheryl Vedoe  
Title: CEO

**Exhibit A**

<b>Mark</b>	<b>Class</b>	<b>App. No.</b>	<b>Reg. No.</b>
BRIGHTMONT ACADEMY	41	85/354,592	4,114,251
	41	85/625,139	4,291,481