

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM404484

<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>
Big Brainz, Inc.		11/01/2016	Corporation: UTAH
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Imagine Learning, Inc.		
<b>Street Address:</b>	191 River Park Drive		
<b>City:</b>	Provo		
<b>State/Country:</b>	UTAH		
<b>Postal Code:</b>	84604		
<b>Entity Type:</b>	Corporation: UTAH		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3227951	BIG BRAINZ	
<b>Registration Number:</b>	3237346	TIMEZ ATTACK	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6178327000		
<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>	617-832-1000		
<b>Email:</b>	ustrademark@foleyhoag.com		
<b>Correspondent Name:</b>	Nicole Kinsley, Esq.		
<b>Address Line 1:</b>	Foley Hoag LLP, 155 Seaport Boulevard		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02210-2600		
<b>NAME OF SUBMITTER:</b>	Nicole Kinsley		
<b>SIGNATURE:</b>	/Nicole Kinsley/		
<b>DATE SIGNED:</b>	11/04/2016		
<b>Total Attachments: 1</b>			
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**TRADEMARK ASSIGNMENT**

This Assignment is made by Big Brainz, Inc. ("Assignor"), a Utah corporation located at 2276 N Rock Canyon Circle, Provo, UT 84604, to Imagine Learning, Inc. ("Assignee"), a Utah corporation located at 191 River Park Drive, Provo, UT 84604.

**WHEREAS**, Assignor has adopted, used and owned the trademarks BIG BRAINZ and TIMEZ ATTACK (the "Marks"), which are the subject of U.S. Reg. Nos. 3227951 and 3237346, respectively (the "Registrations");

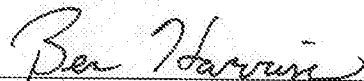
**WHEREAS**, Assignor wishes to assign to Assignee, and Assignee wishes to receive all right, title and interest in and to the Marks, including the Registrations and the goodwill of the business connected with the use of and symbolized by the Marks;

**NOW, THEREFORE**, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

Assignor hereby assigns to Assignee all right, title and interest in and to the Marks, including the Registrations and the goodwill of the business connected with the use of and symbolized by the Marks, and the right to sue and recover for past infringement of the Marks.

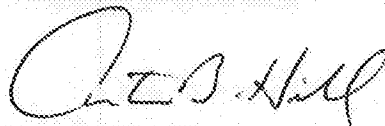
**Big Brainz, Inc.**

Date: November 1, 2016

  
Name: Benjamin Harrison  
Title: Chief Executive Officer

**Imagine Learning, Inc.**

Date: November 1, 2016

  
Name: Curtis B. Hill  
Title: Chief Financial Officer