

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM404864

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EVERFI, INC.		11/02/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	SILICON VALLEY BANK
Street Address:	3003 Tasman Drive
Internal Address:	HF 150
City:	Newton
State/Country:	MASSACHUSETTS
Postal Code:	02466
Entity Type:	Corporation: CALIFORNIA

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Serial Number:	86931124	306 - AFRICAN-AMERICAN HISTORY
Serial Number:	86931082	CHARACTER PLAYBOOK
Serial Number:	86931134	COMMONS - DIGITAL TOWN SQUARE
Serial Number:	86931131	EVERFI COALITION
Serial Number:	86931148	EVERFI@WORK
Serial Number:	86931139	GREEKLIFEEDU
Serial Number:	86931144	HAVEN - UNDERSTANDING SEXUAL ASSAULT
Serial Number:	86931127	HAVEN FOR FACULTY AND STAFF
Serial Number:	86931130	HAVENPLUS
Serial Number:	86931093	HOCKEY SCHOLAR
Serial Number:	86931087	RADIUS - STEM CAREER READINESS
Serial Number:	86931137	TRANSIT - FINANCIAL WELLNESS
Serial Number:	86931121	VENTURE - ENTREPRENEURIAL EXPEDITION

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.

OP \$340.00 86931124

Phone: 800-494-5225
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: F166483

NAME OF SUBMITTER: Laura Kenerson

SIGNATURE: /Laura Kenerson/

DATE SIGNED: 11/08/2016

Total Attachments: 3

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FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This First Amendment to Intellectual Property Security Agreement (this "Supplement") is made as of the 2nd day of November, 2016 by EVERFI, INC., a Delaware corporation (the "Grantor") in favor of Silicon Valley Bank (the "Grantee").

WHEREAS, the Grantor executed and delivered to Grantee an Intellectual Property Security Agreement dated November 21, 2014 (as further amended from time to time hereinafter, the "Grant") in favor of the Grantee, pursuant to which the Grantor's pledged, assigned and granted a security interest in certain Intellectual Property Collateral (as defined therein); and

WHEREAS, the Grantor has acquired additional Intellectual Property Collateral and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Intellectual Property Collateral in favor of the Grantee.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and benefits to be derived herefrom, 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 Grant.
2. Supplement to Exhibit C. Exhibit C to the Grant is hereby supplemented, but not replaced, by Schedule C-1 annexed hereto.
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the Grant remain in full force and effect. The Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants contained therein.
 - b. This Supplement 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 Bank for the reasonable legal fees and expenses incurred in connection with the preparation of this Supplement.

[Signature pages follow.]

IN WITNESS WHEREOF, the undersigned have executed this Supplement as of the date first written above.

EVERFI, INC.

By: 

Name: Thomas M. Davidson, Jr.

Title: Chief Executive Officer

SILICON VALLEY BANK

By: 

Name: Anthony Kelly

Title: VP

SCHEDULE C-1

Trademarks

Description	Registration/ Application Number(s)	Registration/ Application Date
AFRICAN-AMERICAN HISTORY	86931124	3/7/2016
CHARACTER PLAYBOOK	86931082	3/7/2016
COMMONS - DIGITAL TOWN SQUARE	86931134	3/7/2016
EVERFI COALITION	86931131	3/7/2016
EVERFI@WORK	86931148	3/7/2016
GREEKLIFEEDU	86931139	3/7/2016
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