

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM419331

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TrueLearn, LLC		03/03/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Kian Mezzanine Partners I, L.P.		
Street Address:	4201 Congress St., Rotunda Bldg.		
Internal Address:	Suite 440		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28209		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4825263	TRUELEARN	
Registration Number:	4820952	COMBANK	
CORRESPONDENCE DATA			
Fax Number:			
<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:	7043778156		
Email:	jcarusone@robinsonbradshaw.com		
Correspondent Name:	Jennifer Carusone		
Address Line 1:	101 N. Tryon St., Suite1900		
Address Line 2:	Robinson, Bradshaw & Hinson, P.A.		
Address Line 4:	Charlotte, NORTH CAROLINA 28246		
NAME OF SUBMITTER:	Jennifer Carusone		
SIGNATURE:	/Jennifer Carusone/		
DATE SIGNED:	03/13/2017		
Total Attachments: 2			
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OP \$65.00 4825263

**GRANT OF SECURITY INTEREST
IN TRADEMARKS**

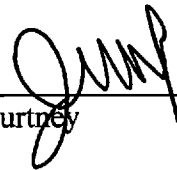
WHEREAS, TrueLearn, LLC, a Delaware limited liability company (the "Pledgor") is the owner of the trademark applications and registrations listed on Schedule A attached hereto, (all such trademarks, registrations and applications, collectively, the "Trademarks") listed on Schedule A attached hereto; and

WHEREAS, the Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of March 2, 2017, in which the Pledgor has agreed with Kian Mezzanine Partners I, L.P., a Delaware limited partnership, as Collateral Agent (the "Collateral Agent"), with offices at 4201 Congress Street, Rotunda Building, Suite 440, Charlotte, North Carolina 28209, to execute this Grant;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Collateral Agent a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant has been given in conjunction with the security interest granted to the Collateral Agent under the Security Agreement, and the provisions of this Grant are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

TRUELEARN, LLC

By: _____
Name: Joshua Courtney
Title: President



Schedule A

TRADEMARKS AND TRADEMARK APPLICATIONS

Trademark	Owner	Registration Number/Date	Status
TRUELEARN	TrueLearn, Inc.	4,825,263; 10/6/2015	LIVE
COMBANK	TrueLearn, Inc.	4,820,952; 9/29/2015	LIVE