

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM426755

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
THE RICHARDSON COMPANY - TRAINING FOR THE BANKING INDUSTRY		04/12/2017	Corporation: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MADISON CAPITAL FUNDING LLC, AS AGENT		
<b>Street Address:</b>	30 South Wacker Drive, Suite 3700		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 14</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4715292	THE SALES CONVERSATION PENDULUM	
<b>Registration Number:</b>	4555694	RICHARDSON QUICKCHECK	
<b>Registration Number:</b>	4563317	RICHARDSON WORKFLOW APPS	
<b>Registration Number:</b>	4414095	RICHARDSON'S SELLING WITH INSIGHTS	
<b>Registration Number:</b>	4553007	LEADERS LEADING CHANGE	
<b>Registration Number:</b>	4814942	INSIGHT FRAMEWORK	
<b>Registration Number:</b>	4253533	CYBER SERVICE TIPS	
<b>Registration Number:</b>	4245873	CYBER SALES MANAGEMENT TIPS	
<b>Registration Number:</b>	4245871	CYBERSALES TIPS	
<b>Registration Number:</b>	4267356	CAD	
<b>Registration Number:</b>	4219745	COLLABORATIVE ACCOUNT DEVELOPMENT	
<b>Registration Number:</b>	4253173	SKILLGAUGE	
<b>Registration Number:</b>	4159143	SIX CRITICAL SKILLS	
<b>Registration Number:</b>	4162415	RICHARDSON ELEARNING QUICKSKILLS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3128637865		
<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>TRADEMARK</b>			

OP \$365.00 4715292

**Phone:** 312-201-3865  
**Email:** sharon.patterson@goldbergkohn.com  
**Correspondent Name:** Sharon Patterson, Paralegal  
**Address Line 1:** Goldberg Kohn Ltd., 55 E. Monroe St.  
**Address Line 2:** Ste. 3300  
**Address Line 4:** Chicago, ILLINOIS 60603

**ATTORNEY DOCKET NUMBER:** 4975.220

**NAME OF SUBMITTER:** Sharon Patterson

**SIGNATURE:** /sharon patterson/

**DATE SIGNED:** 05/09/2017

**Total Attachments: 4**

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**FIRST AMENDMENT TO  
TRADEMARK SECURITY AGREEMENT**

THIS FIRST AMENDMENT ("Amendment") to that certain Trademark Security Agreement dated as of July 22, 2011 (as amended through the date hereof, the "Trademark Security Agreement") by THE RICHARDSON COMPANY – TRAINING FOR THE BANKING INDUSTRY, a Pennsylvania corporation ("Grantor"), in favor of MADISON CAPITAL FUNDING LLC, in its capacity as agent ("Agent") for Lenders (as hereinafter defined) is dated as of April 12, 2017.

WHEREAS, pursuant to that certain Credit Agreement dated as of July 22, 2011 herewith by and among Grantor, Agent and the lenders ("Lenders") from time to time party thereto (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Agent and Lenders have agreed to make Loans and to issue Letters of Credit for the benefit of Grantor;

WHEREAS, the Grantor, certain affiliates of the Grantor, and Agent are parties to that certain Guarantee and Collateral Agreement dated as of July 22, 2011 (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Guarantee and Collateral Agreement"), pursuant to which, among other things, Grantor has granted to the Agent a security interest in substantially all of Grantor's assets, including, without limitation, all of its "Trademarks", as such term is defined in the Guarantee and Collateral Agreement (herein, the "Trademarks");

WHEREAS, since the date of Grantor's execution of the Trademark Security Agreement, Grantor has acquired interests in additional Trademarks (the "New Trademarks"); and

WHEREAS, in accordance with the Guarantee and Collateral Agreement, the parties agree to amend the Trademark Security Agreement to confirm the inclusion of such New Trademarks;


NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Trademark Security Agreement as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Collateral Agreement.
2. SCHEDULES. Schedule I to the Trademark Security Agreement shall be deemed to refer to Schedule I as amended by the addition of the New Trademarks scheduled on Schedule A attached hereto.
3. EFFECT OF AMENDMENT. Except as expressly amended by this Amendment, the terms of the Trademark Security Agreement shall remain in full force and effect as executed.

[signature page follows]


IN WITNESS WHEREOF, Grantor and Agent have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

THE RICHARDSON COMPANY – TRAINING FOR THE BANKING INDUSTRY, a Pennsylvania corporation

By:   
Name: Andrew Brunner  
Title: Vice President

ACCEPTED AND ACKNOWLEDGED BY:

MADISON CAPITAL FUNDING LLC, as Agent

By:   
Name: Lynn Rehn  
Title: Director

**SCHEDULE A**  
**NEW TRADEMARKS**

<b>Mark</b>	<b>Registration Number</b>	<b>Registration Date</b>
The Sales Conversation Pendulum	4715292	4/7/15
Richardson Quickcheck	4555694	6/24/14
Richardson Workflow Apps	4563317	7/8/14
Richardson's Selling with Insights	4414095	10/8/13
Leaders Leading Change	4553007	6/17/14
Insight Framework	4814942	9/15/15
Cyber Service Tips	4253533	12/4/12
Cyber Sales Management Tips	4245873	11/20/12
Cybersales Tips	4245871	11/20/12
CAD	4267356	1/1/13
Collaborative Account Development	4219745	10/2/12
Skillgauge	4253173	12/4/12
Six Critical Skills	4159143	6/12/12
Richardson Elearning Quickskills	4162415	6/19/12