

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM428803

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BOOKER SOFTWARE, INC.		05/22/2017	Corporation: DELAWARE
FREDERICK LABS LLC		05/22/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	ESCALATE CAPITAL PARTNERS SBIC III, LP		
Street Address:	300 WEST SIXTH STREET, SUITE 2230		
City:	AUSTIN		
State/Country:	TEXAS		
Postal Code:	78701		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	4046713	GRAMERCYONE	
Registration Number:	3923549	SALONBOOKER	
Registration Number:	3527513	SPABOOKER	
Registration Number:	4205915	GO 1	
Registration Number:	4221045	GRAMERCYONE 1	
Registration Number:	4294458	GOPROMOTE	
Registration Number:	4815533	BOOKER	
Registration Number:	4880644	FREDERICK	
CORRESPONDENCE DATA			
Fax Number:	2149326499		
<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:	214-932-6400		
Email:	sshernandez@mcguirewoods.com		
Correspondent Name:	AARON J. PICKELL		
Address Line 1:	2000 MCKINNEY AVENUE, SUITE 1400		
Address Line 4:	DALLAS, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	2067509-0058		

OP \$215.00 4046713

NAME OF SUBMITTER:	Aaron J. Pickell
SIGNATURE:	/Aaron J. Pickell/
DATE SIGNED:	05/24/2017
Total Attachments: 5 source=Booker Intellectual Property Security Agreement#page1.tif source=Booker Intellectual Property Security Agreement#page2.tif source=Booker Intellectual Property Security Agreement#page3.tif source=Booker Intellectual Property Security Agreement#page4.tif source=Booker Intellectual Property Security Agreement#page5.tif	

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of May 22, 2017 by and among BOOKER SOFTWARE, INC., a Delaware corporation ("**Booker**"), FREDERICK LABS LLC, a Delaware limited liability company ("**Frederick**" together with Booker, jointly and severally, each a "**Borrower**" and collectively, the "**Borrowers**"), and ESCALATE CAPITAL PARTNERS SBIC III, LP, a Delaware limited partnership ("**Lender**").

RECITALS

Lender has agreed to make certain advance of money and to extend certain financial accommodations to Borrowers under that certain Loan and Security Agreement by and among Lender and Borrowers dated of even date herewith (as amended, restated, or otherwise modified from time to time, the "**Loan Agreement**"). Capitalized terms used herein are used as defined in the Loan Agreement. Pursuant and subject to the terms of the Loan Agreement, each Borrower has granted to Lender a security interest in its personal property that is included in the Collateral.

NOW, THEREFORE, each Borrower agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Borrowers and Lender, each Borrower grants to Lender a security interest in all of such Borrower's right, title and interest in, its Intellectual Property that is included in the Collateral (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B, and C hereto) and all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof. Each Borrower represents and warrants that Schedules A, B, and C attached hereto set forth any and all Copyrights, Patents and Trademarks included in the Collateral which are subject to a registration or application with either the United States Patent and Trademark Office or the United States Copyright Office or any other agency of any state or country responsible for the registration of any Patent, Trademark or Copyright, as applicable. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

[Signature pages follow]

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Addresses of Borrowers:

22 Cortlandt St., 18th Floor
New York, NY 10007

BORROWERS:

BOOKER SOFTWARE, INC.,
a Delaware corporation

By: *Josh McCarter*
Name: Josh McCarter
Title: CEO

FREDERICK LABS LLC,
a Delaware limited liability company

By: *Josh McCarter*
Name: Josh McCarter
Title: PRESIDENT

Address of Lender:

300 West Sixth Street, Suite 2230
Austin, Texas 78701

LENDER:

ESCALATE CAPITAL PARTNERS SBIC III, LP,
a Delaware limited partnership

By: Escalate SBIC Capital Management III,
LLC, its general partner

By: 
Name: Chris Julich
Title: Manager

[Signature Page to Intellectual Property Security Agreement]

89264816

TRADEMARK
REEL: 006068 FRAME: 0009

Intellectual Property

Intellectual Property Leased by the Company

None.

Intellectual Property Owned by the Company

A. Patents

Location	Patent # and Date (if issued)	Application / Pub. # and Pub. Date	Inventor	Title	Filing Date
United States	N/A	US 2010/0094739 04/15/2010	Peter Ellis; Daniel Lizio-Katzen	<i>System and Method for Providing Transaction-Based Profit Solutions</i>	10/14/2008
United States	8,370,186; 2/5/2013	US 2010/0094680 4/15/2010	Peter Ellis; Daniel Lizio-Katzen	<i>System and Method for Providing Web-Based Management Solutions</i>	10/14/2008
United States	8,209,206; 6/26/2012	US 2010/0191569 7/29/2010	Peter Ellis; Daniel Lizio-Katzen	<i>System and Method for Providing Web-Based Management Solutions</i>	4114/2010; priority to 10/14/2008
United States	N/A	13/739,171	Peter Ellis; Daniel Lizio-Katzen	<i>System and Method for Providing Web-Based Management Solutions</i>	1/11/2013; priority to 10/14/2008
International	Nationalized	PCT/US09/60631 WO/2010/045319	Peter Ellis; Daniel Lizio-Katzen	<i>System and Method for Providing Web-Based Management Solutions</i>	10/14/2009
Canada	N/A	2,740,949	Peter Ellis, Daniel Lizio-Katzen	<i>System and method for providing web-based management solutions</i>	10/14/2009
Europe	N/A	09821174.1/ 2344990 7/20/2011	Peter Ellis, Daniel Lizio-Katzen	<i>System and Method for Providing Web-Based Management Solutions</i>	10/14/2009
Hong Kong	N/A	11110499.2	Peter Ellis, Daniel Lizio-Katzen	<i>System and Method for Providing Web-Based Management Solutions</i>	10/04/2011
China	CN102224512 A 10/19/2011	200980146919.9	Peter Ellis, Daniel Lizio-Katzen	<i>System and Method for Providing Web-Based Management Solutions</i>	10/14/2009

B. Trademarks

Location	Mark	Application #	Registration #	Status
United States	GramercyOne	85/136,600	4,046,713	Registered
United States	SALONBOOKER	77/438,099	3,923,549	Registered
United States	SPABOOKER	77/478,320	3,527,513	Registered
United States	GO 1 (and Design)	85/538,402	4,205,915	Registered
United States	GRAMERCYONE (and Design)	85/521,485	4,221,045	Registered
United States	GOPROMOTE	85/500,128	4,294,458	Registered
United States	BOOKER (and Design)*^	85/812,840	4815533	Registered
Canada	BOOKER & Design	1673046	N/A (pending)	Pending
Canada	SALONBOOKER	1391199	TMA804587	Registered
Canada	SPABOOKER	1347614	TMA735560	Registered
European Union	GramercyOne	9413279	9413279	Registered
European Union	SALONBOOKER	6860258	6860258	Registered
European Union	SPABOOKER	6712624	6712624	Registered
European Union	SPABOOKER	9900028	9900028	Registered
New Zealand	SALONBOOKER	795444	795444	Registered
New Zealand	SPABOOKER	795443	795443	Registered
United States	FREDERICK	86/641,018	4880644	Registered

C. Copyrights

None.