

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM429528

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
C2 EDUCATIONAL SYSTEMS INC.		05/31/2017	Corporation: VIRGINIA
RECEIVING PARTY DATA			
Name:	SARATOGA INVESTMENT CORP. SBIC LP, AS ADMINISTRATIVE AGENT		
Street Address:	535 MADISON AVENUE		
Internal Address:	4TH FLOOR		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3606968	C2	
Registration Number:	3609704	C2 EDUCATION BE SMARTER.	
Registration Number:	3351116	C2	
Registration Number:	3351115	C2	
Registration Number:	2576200	C2	
CORRESPONDENCE DATA			
Fax Number:	9192868199		
<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:	919 286-8000		
Email:	PTO_TMconfirmation@mvalaw.com, sandraday@mvalaw.com		
Correspondent Name:	MOORE & VAN ALLEN PLLC		
Address Line 1:	3015 CARRINGTON MILL BOULEVARD		
Address Line 2:	SUITE 400		
Address Line 4:	MORRISVILLE, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	036806-51		
NAME OF SUBMITTER:	John Slaughter		
SIGNATURE:	/john slaughter/		

OP \$140.00 3606968

DATE SIGNED:	06/01/2017
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Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

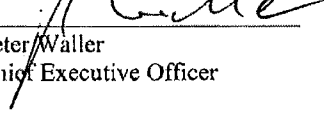
Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of May 31, 2017 (together with all amendments, restatements, supplements or modifications, if any, from time to time hereto, this “Security Agreement” – capitalized terms used and not otherwise defined herein have the meanings ascribed therein) by and among the Grantors from time to time party thereto (each an “Grantor” and collectively, the “Grantors”) and SARATOGA INVESTMENT CORP. SBIC LP, as administrative agent (including any successor, participant, assignee or transferee thereof, “Administrative Agent”) for itself and the Lenders referenced therein, the undersigned Grantor has granted to Administrative Agent, for the ratable benefit of itself and the Lenders, a continuing security interest in such Grantor’s right, title and interest in and to the Trademarks, including the trademarks and trademark applications set forth on Schedule 1 attached hereto,.

The undersigned Grantor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement, (ii) is not to be construed as an assignment of any trademark or trademark application, and (iii) in the event of any conflict between the terms of this notice and the terms of the Security Agreement, the terms of the Security Agreement shall govern. This notice may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

Very truly yours,

C2 EDUCATIONAL SYSTEMS INC.,
a Virginia corporation

By: 
Name: Peter Waller
Title: Chief Executive Officer

C2 EDUCATIONAL SYSTEMS INC.
NOTICE OF GRANT OF SECURITY INTEREST

TRADEMARK
REEL: 006074 FRAME: 0293

Acknowledged and Accepted:

SARATOGA INVESTMENT CORP. SBIC LP,
as Administrative Agent

By: Saratoga Investment Corp. GP, LLC,
as its General Partner

By: Saratoga Investment Corp.,
as its Sole Member and Manager

By: 
Name: Charles G. Phillips IV
Title: Managing Director

C2 EDUCATIONAL SYSTEMS INC.
NOTICE OF GRANT OF SECURITY INTEREST

TRADEMARK
REEL: 006074 FRAME: 0294

Schedule 1

C2 Educational Systems Inc.
(Virginia Corporation)

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
C2 and Design	3606968	04/14/09
C2 EDUCATION BE SMARTER	3609704	04/21/09
C2	3351116	12/11/07
C2	3351115	12/11/07
C2 (Stylized)	2576200	06/04/02