

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM430578

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Investment Metrics, LLC		06/07/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	HarbourVest Partners Mezzanine Income Fund L.P.		
Street Address:	One Financial Center		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02111		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3198631	INVESTWORKS	
CORRESPONDENCE DATA			
Fax Number:	2129096836		
<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>			
Email:	trademark@debevoise.com		
Correspondent Name:	Meredith Wren		
Address Line 1:	919 Third Avenue		
Address Line 2:	Debevoise & Plimpton LLP		
Address Line 4:	New York, NEW YORK 10022		
NAME OF SUBMITTER:	Meredith Wren		
SIGNATURE:	/Meredith Wren/		
DATE SIGNED:	06/08/2017		
Total Attachments: 6			
source=IM Memorandum of Second Lien Security Interest in IP#page1.tif			
source=IM Memorandum of Second Lien Security Interest in IP#page2.tif			
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**MEMORANDUM AND NOTICE OF SECOND LIEN SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

June 7, 2017

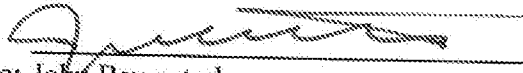
Investment Metrics, LLC, a Delaware limited liability company, whose address is Three Parklands Drive, Darien, CT 06820 (the “Debtor”), hereby acknowledges that it has granted to HarbourVest Partners Mezzanine Income Fund L.P., as Administrative Agent, whose address is c/o HarbourVest Partners, LLC, One Financial Center, Boston, MA 02111 (the “Secured Party”), a security interest in and to all of the Debtor’s right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor (other than any intent-to-use trademark or service mark application, to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use trademark or service mark application under law), which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by the Debtor (the “Trademarks”), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by the Debtor (the “Patents”); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by the Debtor (the “Copyrights”), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Second Lien Guarantee and Collateral Agreement, dated as of June 7, 2017 (the “Agreement”), among, *inter alios*, the Debtor and the Secured Party, as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Second Lien Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which the Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature page(s) to follow.]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum and Notice of Second Lien Security Interest in Intellectual Property to be duly executed and delivered as of the date first above written.

DEBTOR:
INVESTMENT METRICS, LLC,
a Delaware limited liability company

By: 
Name: John Baumstark
Title: Vice President

[SIGNATURE PAGE TO MEMORANDUM AND NOTICE OF SECOND LIEN SECURITY INTEREST
IN INTELLECTUAL PROPERTY]

TRADEMARK
REEL: 006080 FRAME: 0212

SECURED PARTY:

**HARBOURVEST PARTNERS MEZZANINE
INCOME FUND L.P.**

a Delaware limited partnership

By: HarbourVest Mezzanine Income Associates L.P.
Its General Partner

By: HarbourVest Mezzanine Income Associates LLC
Its General Partner

By: HarbourVest Partners, LLC
Its Managing Member


By: 
Name: Ian C. Lane
Title: Managing Director

EXHIBIT A
TRADEMARKS

Registered Trademarks:

Jurisdiction	Registration No.	Registration Date	Filing Date	Registered Owner	Mark
US	3198631	1/16/2007	3/2/2006	Investment Metrics, LLC	INVESTWORKS

Trademark Applications: None.

Exhibit A

EXHIBIT B
PATENTS

Registered Patents: None.

Patent Applications: None.

Exhibit B

EXHIBIT C
COPYRIGHTS

Registered Copyrights: None.

Copyright Applications: None.

Exhibit C