

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM455782

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CIVITAS LEARNING, INC.		07/20/2017	Corporation: 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: 10			
Property Type	Number	Word Mark	
Registration Number:	4548242	CIVITAS LEARNING	
Registration Number:	4548241	C C I V I T A S L E A R N I N G	
Registration Number:	4507878	LEARNING TOGETHER	
Registration Number:	4712337	ILLUME	
Registration Number:	4712336	INSPIRE	
Registration Number:	4722930	DEGREE MAP	
Registration Number:	5083397	INSPIRATION SCIENCE	
Registration Number:	5202010	STUDENT INSIGHTS ENGINE	
Serial Number:	87328375	EXPLORE	
Registration Number:	5076427	COLLEGE SCHEDULER	
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:	2149326400		
Email:	sshernandez@mcguirewoods.com		
Correspondent Name:	AARON J. PICKELL		
Address Line 1:	2000 MCKINNEY AVENUE, SUITE 1400		
Address Line 2:	MCGUIREWOODS LLP		
Address Line 4:	DALLAS, TEXAS 75201		

OP \$265.00 4548242

TRADEMARK

ATTORNEY DOCKET NUMBER:	2067509-0060
NAME OF SUBMITTER:	Stephanie Hernandez
SIGNATURE:	/Stephanie Hernandez/
DATE SIGNED:	12/22/2017
Total Attachments: 6 source=IPSA_Civitas#page1.tif source=IPSA_Civitas#page2.tif source=IPSA_Civitas#page3.tif source=IPSA_Civitas#page4.tif source=IPSA_Civitas#page5.tif source=IPSA_Civitas#page6.tif	

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of July 20, 2017 by and between CIVITAS LEARNING, INC., a Delaware corporation (“**Borrower**”), 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 Borrower under that certain Loan and Security Agreement by and between Lender and Borrower 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 to the terms of the Loan Agreement, Borrower has granted to Lender a security interest in its personal property.

NOW, THEREFORE, Borrower agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Borrower and Lender, Borrower grants to Lender a security interest in all of Borrower’s right, title and interest in, its Intellectual Property (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. Borrower represents and warrants that Schedules A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Borrower has registered or filed an 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, copyright, or similar protection, 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.

Address of Borrower:

300 Congress Avenue
Suite 300
Austin, Texas 78701

BORROWER:

CIVITAS LEARNING, INC.,
a Delaware corporation

By: 

Name: Scott Chamberlain

Title: Chief Financial Officer

[Signature Page to Intellectual Property Security Agreement]

TRADEMARK
REEL: 006235 FRAME: 0642

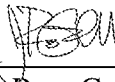
Address of Lender:

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: Ross Cockrell
Title: Manager

SCHEDULE A
Copyrights

None.

SCHEDULE B
Patents

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
FLEXIBLE, PERSONALIZED STUDENT SUCCESS MODELING FOR INSTITUTIONS WITH COMPLEX TERM STRUCTURES AND COMPETENCY-BASED EDUCATION	15/256546	9/3/2016
DATA-ADAPTIVE INSIGHT AND ACTION PLATFORM FOR HIGHER EDUCATION	14/592821	1/8/2015
SYSTEM AND PROCESS TO FACILITATE COURSE REGISTRATION AND OPTIMAL CLASS SELECTION	14/874984	10/5/2015
DATA-ADAPTIVE INSIGHT AND ACTION PLATFORM FOR HIGHER EDUCATION	EP20150735168	1/8/2015
DATA-ADAPTIVE INSIGHT AND ACTION PLATFORM FOR HIGHER EDUCATION	PCT/US2015/010693	1/8/2015
FLEXIBLE, PERSONALIZED STUDENT SUCCESS MODELING FOR INSTITUTIONS WITH COMPLEX TERM STRUCTURES AND COMPETENCY-BASED EDUCATION	PCT/US16/50307	9/3/2016

SCHEDULE C
Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
Civitas Learning	4548242	6/10/2014
Civitas Learning (Logo)	4548241	6/10/2014
Learning Together	4507878	4/1/2014
Illume	4712337	3/31/2015
Inspire	4712336	3/31/2015
Degree Map	4722930	4/21/2015
Inspiration Science	5083397	11/15/2016
Student Insights Engine	5202010	5/9/2017
Explore	87328375	2/8/2017
College Scheduler	5076427	11/8/2016
Civitas Learning (Europe filing)	014525323	12/29/2015
Illume (Europe filing)	014525315	12/29/2015
Inspire (Europe filing)	014525281	9/2/2015
Civitas Learning (New Zealand filing)	1026850	9/2/2015
Civitas Learning (Mexico filing)	MX0199851652345	9/2/2015
Civitas Learning (Canada filing)	TMA957052	12/2/2016
Civitas Learning (Mexico filing)	1738868	3/30/2017
Civitas Learning (Australia filing)	1718576	9/2/2015
Civitas Learning (Brazil filing)	910004498	9/17/2015
Civitas Learning (Brazil filing)	910004404	9/17/2015
Student Insights Platform (Abandoned)	86890261	1/28/2016