

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM456064

<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>
Asteria Education, Inc.		11/21/2017	Corporation: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	AAVIN Mezzanine Fund, L.P.		
<b>Street Address:</b>	1245 First Avenue SE		
<b>City:</b>	Cedar Rapids		
<b>State/Country:</b>	IOWA		
<b>Postal Code:</b>	52402		
<b>Entity Type:</b>	Limited Partnership: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4080599	STAAR MASTER	
<b>Registration Number:</b>	4696129	STAAR MASTER	
<b>Registration Number:</b>	4200652	STAAR MASTER	
<b>Registration Number:</b>	2706291	TESTSMART	
<b>Registration Number:</b>	2437150	NOVEL UNITS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>Phone:</b>	414-298-1000		
<b>Email:</b>	tadmin@reinhardt.com		
<b>Correspondent Name:</b>	Heidi R. Thole		
<b>Address Line 1:</b>	1000 N Water St.		
<b>Address Line 4:</b>	Milwaukee, WISCONSIN 53202		
<b>NAME OF SUBMITTER:</b>	Heidi R. Thole		
<b>SIGNATURE:</b>	/hrt/		
<b>DATE SIGNED:</b>	12/27/2017		
<b>Total Attachments: 4</b>			
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

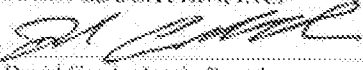
Please be advised that pursuant to the Subordinated Pledge and Security Agreement dated as of November 21, 2017 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among Asteria Education, Inc., a Texas corporation (the "Grantor"), and AAVIN Mezzanine Fund, L.P., a Delaware limited partnership, as collateral agent (in such capacity, "Collateral Agent") for itself and certain other lenders, the undersigned Grantor, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, has granted to Collateral Agent a continuing security interest in and to, such Grantor's right, title and interest in and to the trademarks set forth on Schedule 1 hereto.

Grantor and Collateral Agent hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark.

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Very truly yours,

ASTERIA EDUCATION, INC.

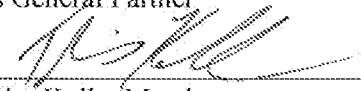
By:   
David Cumberbatch, President

*Signature Page to Notice of Security Interest in Trademarks*

Acknowledged and Accepted:

**AAVIN MEZZANINE FUND, L.P.**

By: AAVIN MEZZANINE, LLC  
its General Partner

By:   
\_\_\_\_\_  
Thies Kolln, Member

**Schedule 1**

Trademarks

<b>Item</b>	<b>Owner</b>	<b>Type of Registration</b>	<b>Date of Registration</b>	<b>Jurisdiction</b>	<b>Registration Number</b>
STAAR MASTER	ECS	Trademark	1.3.2012	USA	4080599
STAAR MASTER	ECS	Trademark	3.3.2015	USA	4696129
STAAR MASTER	ECS	Trademark	9.12.2012	USA	4200652
TestSMART	ECS	Trademark	7.4.2009	USA	2706291
Novel Units	ECS	Trademark	3.20.2001	USA	2437150