

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM462435

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Edgenuity Inc.		02/15/2018	Corporation: NEVADA
Generation Ready Inc.		02/15/2018	Corporation: NEW YORK
Imagine Learning, Inc.		02/15/2018	Corporation: UTAH

RECEIVING PARTY DATA

Name:	ROYAL BANK OF CANADA, AS ADMINISTRATIVE AGENT
Street Address:	200 BAY STREET, 12TH FLOOR, SOUTH TOWER
Internal Address:	ROYAL BANK PLAZA
City:	TORONTO
State/Country:	CANADA
Postal Code:	M5J 2W7
Entity Type:	BANK: CANADA

PROPERTY NUMBERS Total: 59

Property Type	Number	Word Mark
Registration Number:	4091834	COMPASSLEARNING IMPACT TEACHER ACADEMY
Registration Number:	5306617	ASSESS. ADAPT. ACHIEVE.
Registration Number:	5306622	
Registration Number:	5294842	GIANT CAMPUS
Registration Number:	5306626	
Registration Number:	5306624	
Registration Number:	5306625	
Registration Number:	5306620	
Registration Number:	2968115	BRAIN BUZZERS
Registration Number:	4872835	CLOSEREADER
Registration Number:	2053034	COMPASS
Registration Number:	2636212	COMPASSLEARNING
Registration Number:	2654747	COMPASSLEARNING
Registration Number:	2656902	COMPASSLEARNING
Registration Number:	2800981	COMPASSLEARNING ODYSSEY
Registration Number:	2586070	COMPASSLEARNING

OP \$1490.00 4091834

Property Type	Number	Word Mark
Registration Number:	2592385	COMPASSLEARNING
Registration Number:	2640277	COMPASSLEARNING
Registration Number:	2725691	COMPASSLEARNING ODYSSEY
Registration Number:	4010848	CRITICAL MISTAKES FRAMEWORK
Registration Number:	2667979	E2020
Registration Number:	5209579	EDGENUITY
Registration Number:	4896035	EDGENUITY
Registration Number:	5038081	EDGENUITY
Registration Number:	4837416	EDGENUITY MYPATH
Registration Number:	4587734	EDGENUITY WHERE LEARNING CLICKS
Registration Number:	5171829	EDGENUITY WHERE LEARNING CLICKS
Registration Number:	4938528	EDGENUITY WHERE LEARNING CLICKS
Registration Number:	2653420	EDUCATION 2020
Registration Number:	5294844	GC
Registration Number:	5129540	GIANT CAMPUS
Registration Number:	5162022	GIANT CAMPUS ACADEMY
Registration Number:	5162025	GIANT CAMPUS ACADEMY
Registration Number:	4855191	GOQUEST
Registration Number:	4798061	HYBRIDGE
Registration Number:	4215121	MINDKEEPERS
Registration Number:	4231198	MOVE LEARNING FORWARD FOUNDATION
Registration Number:	4353110	MOVE LEARNING FORWARD F O U N D A T I O
Registration Number:	4806623	PATHBLAZER
Registration Number:	4445128	
Registration Number:	4478712	SECURENET
Registration Number:	2813730	
Registration Number:	2579671	
Registration Number:	2592387	
Registration Number:	2663822	
Registration Number:	5242887	UPSMART
Registration Number:	4589925	
Registration Number:	4594069	GENERATION READY
Registration Number:	4594070	PARTNERING FOR SCHOOL SUCCESS
Registration Number:	4594120	READYPATH
Registration Number:	3138661	IMAGINE LEARNING ENGLISH
Registration Number:	3180026	IMAGINE LEARNING ENGLISH
Registration Number:	3126659	IMAGINE LEARNING
Registration Number:	3244347	IMAGINE LEARNING

Property Type	Number	Word Mark
Registration Number:	4179039	IMAGINE ISLAND
Registration Number:	4179051	IMAGINE LEARNING ACADEMY
Registration Number:	3237346	TIMEZ ATTACK
Registration Number:	3227951	BIG BRAINZ
Serial Number:	87202343	MYPATH

CORRESPONDENCE DATA

Fax Number:

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.

Phone: 2023704750
Email: ipteam@cogencyglobal.com
Correspondent Name: Darlena Bari Stark
Address Line 1: 1025 VERMONT AVE NW, SUITE 1130
Address Line 2: COGENCY GLOBAL INC.
Address Line 4: WASHINGTON, D.C. 20005

ATTORNEY DOCKET NUMBER:	F175551 agreement
NAME OF SUBMITTER:	RACHEL KLEIN
SIGNATURE:	/RACHEL KLEIN/
DATE SIGNED:	02/16/2018

Total Attachments: 6
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TRADEMARK SECURITY AGREEMENT dated as of February 15, 2018 (this "Agreement"), among Edgenuity Inc., a Nevada corporation, Generation Ready Inc., a New York corporation, Imagine Learning, Inc., a Utah corporation (collectively, the "Grantors") and Royal Bank of Canada, as Collateral Agent (in such capacity, the "Collateral Agent").

Reference is made to (a) the Credit Agreement dated as of February 15, 2018 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among CANYON INTERMEDIATE, INC., a Delaware corporation ("Holdings"), WELD NORTH EDUCATION LLC, a Delaware limited liability company (the "Borrower"), the Lenders party thereto and Royal Bank of Canada, as Administrative Agent and Collateral Agent and (b) the Collateral Agreement dated as of February 15, 2018 (as amended, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among the Borrower, the other grantors from time to time party thereto and the Collateral Agent. The Lenders and the Issuing Banks have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. Each Grantor is an Affiliate of the Borrower and is willing to execute and deliver this Agreement in order to induce the Secured Parties to make extensions of credit and as consideration for such extensions of credit previously issued. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement or the Credit Agreement, as applicable. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Secured Obligations, each Grantor hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest (the "Security Interest") in all of such Grantor's right, title and interest in, to and under any Trademarks now owned or at any time hereafter acquired by such Grantor, including those listed on Schedule I (the "Trademark Collateral").


SECTION 3. Collateral Agreement. The Security Interest granted to the Collateral Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

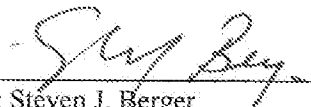
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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

EDGENUITY INC.
GENERATION READY INC.

By: 
Name: Steven J. Berger
Title: Treasurer and Secretary

IMAGINE LEARNING, INC.

By: 
Name: Steven J. Berger
Title: Treasurer, Secretary and Vice President

ROYAL BANK OF CANADA, as Collateral Agent

By: 
Name: Ann Honey
Title: Manager Agency


[Canyon -- Trademark Security Agreement Signature Page]

[[3697055]]

TRADEMARK
REEL: 006273 FRAME: 0105

TRADEMARKS

Mark	Serial No.	Registration No.	Status	Current Owner of Record
COMPASSLEARNING IMPACT TEACHER ACADEMY & (design - horizontal)	85-097,840	4,091,834	Registered	Edgenuity Inc.
ASSESS. ADAPT. ACHIEVE.	87-390,802	5306617	Registered	Edgenuity Inc.
COURSEWARE (design)	87-391,128	5306622	Registered	Edgenuity Inc.
GIANT CAMPUS	87-320,816	5294842	Registered	Edgenuity Inc.
HYBRIDGE (design)	87-391,547	5306626	Registered	Edgenuity Inc.
MY PATH (design)	87-391,514	5306624	Registered	Edgenuity Inc.
MYPATH	87-202,343	-----	Under examination	Edgenuity Inc.
PATHBLAZER (design)	87-391,539	5306625	Registered	Edgenuity Inc.
UPSMART (design)	87-391,092	5306620	Registered	Edgenuity Inc.
BRAIN BUZZERS	78-161,958	2,968,115	Registered	Edgenuity Inc.
CLOSEREADER	86-413,509	4,872,835	Registered	Edgenuity Inc.
COMPASS	74-439,993	2,053,034	Registered	Edgenuity Inc.
COMPASSLEARNING	75-907,685	2,636,212	Registered	Edgenuity Inc.
COMPASSLEARNING	75-907,193	2,654,747	Registered	Edgenuity Inc.
COMPASSLEARNING	75-907,689	2,656,902	Registered	Edgenuity Inc.
COMPASSLEARNING ODYSSEY	76-352,672	2,800,981	Registered	Edgenuity Inc.
COMPASSLEARNING with Top & Stars (design - vertical)	75-907,796	2,586,070	Registered	Edgenuity Inc.
COMPASSLEARNING with Top & Stars (design - vertical)	75-907,235	2,592,385	Registered	Edgenuity Inc.
COMPASSLEARNING with Top with Stars (design - horizontal)	75-907,593	2,640,277	Registered	Edgenuity Inc.
COMPASSLEARNING ODYSSEY	76-351,637	2,725,691	Registered	Edgenuity Inc.
CRITICAL MISTAKES FRAMEWORK	77-899,827	4,010,848	Registered	Edgenuity Inc.
E2020	76-179,459	2,667,979	Registered	Edgenuity Inc.
EDGENUITY	85-718,030	5,209,579	Registered	Edgenuity Inc.
EDGENUITY	85-983,970	4,896,035	Registered	Edgenuity Inc.

Mark	Serial No.	Registration No.	Status	Current Owner of Record
EDGENUITY	86-979,734	5,038,081	Registered	Edgenuity Inc.
EDGENUITY MYPATH	86-165,394	4,837,416	Registered	Edgenuity Inc.
EDGENUITY WHERE LEARNING CLICKS	86-124,195	4,587,734	Registered	Edgenuity Inc.
EDGENUITY WHERE LEARNING CLICKS	86-121,695	5,171,829	Registered	Edgenuity Inc.
EDGENUITY WHERE LEARNING CLICKS	86-978,366	4,938,528	Registered	Edgenuity Inc.
EDUCATION 2020	76-171,117	2,653,420	Registered	Edgenuity Inc.
G and C (design)	87-320,828	5,294,844	Registered	Edgenuity Inc.
GIANT CAMPUS	86-457,965	5,129,540	Registered	Edgenuity Inc.
GIANT CAMPUS ACADEMY	86-732,115	5,162,022	Registered	Edgenuity Inc.
GIANT CAMPUS ACADEMY & (design)	86-733,372	5,162,025	Registered	Edgenuity Inc.
GOQUEST	86-591,400	4,855,191	Registered	Edgenuity Inc.
HYBRIDGE	86-327,482	4,798,061	Registered	Edgenuity Inc.
MINDKEEPERS	85-360,556	4,215,121	Registered	Edgenuity Inc.
MOVE LEARNING FORWARD FOUNDATION	85-412,641	4,231,198	Registered	Edgenuity Inc.
MOVE LEARNING FORWARD FOUNDATION & (design)	85-729,114	4,353,110	Registered	Edgenuity Inc.
PATHBLAZER	86-327,467	4,806,623	Registered	Edgenuity Inc.
POLYGONS (design)	85-832,515	4,445,128	Registered	Edgenuity Inc.
SECURENET	85-668,293	4,478,712	Registered	Edgenuity Inc.
SHOOTING STAR (design)	76-373,002	2,813,730	Registered	Edgenuity Inc.
TOP WITH STARS (design)	75-907,422	2,579,671	Registered	Edgenuity Inc.
TOP WITH STARS (design)	75-907,686	2,592,387	Registered	Edgenuity Inc.
TOP WITH STARS (design)	75-907,687	2,663,822	Registered	Edgenuity Inc.
UPSMART	87-120,006	5,242,887	Registered	Edgenuity Inc.
	85957831	4589925	Registered	Generation Ready Inc.
GENERATION READY	85957815	4594069	Registered	Generation Ready Inc.
PARTNERING FOR SCHOOL SUCCESS	85957827	4594070	Registered	Generation Ready Inc.
READYPATH	85968502	4594120	Registered	Generation Ready Inc.

Mark	Serial No.	Registration No.	Status	Current Owner of Record
IMAGINE LEARNING ENGLISH	78/700505	3138661	Registered	Imagine Learning, Inc.
IMAGINE LEARNING ENGLISH & Design	78/700611	3180026	Registered	Imagine Learning, Inc.
IMAGINE LEARNING	78/700627	3126659	Registered	Imagine Learning, Inc.
IMAGINE LEARNING & Design	78/858864	3244347	Registered	Imagine Learning, Inc.
IMAGINE ISLAND	85/482909	4179039	Registered	Imagine Learning, Inc.
IMAGINE LEARNING ACADEMY	85/483004	4179051	Registered	Imagine Learning, Inc.
TIMEZ ATTACK	78/922664	3237346	Registered	Imagine Learning, Inc.
BIG BRAINZ	78/922626	3227951	Registered	Imagine Learning, Inc.