

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM468257

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
XANEDU PUBLISHING, INC.		03/22/2018	Corporation: DELAWARE
SHAREDBOOK INC.		03/22/2018	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	WESTERN ALLIANCE BANK
Street Address:	55 Almaden Boulevard, Suite 100
City:	San Jose
State/Country:	CALIFORNIA
Postal Code:	95113
Entity Type:	Corporation: ARIZONA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	4082594	ACADEMICPUB
Registration Number:	3221857	SHAREDBOOK
Registration Number:	3663626	BLOG2PRINT
Registration Number:	3343567	MADE ANY GOOD BOOKS LATELY?
Registration Number:	2941154	XANEDU
Registration Number:	2943369	XANEDU
Registration Number:	2698286	XANEDU
Registration Number:	2700899	XANEDU
Serial Number:	87747029	THE LAB LIBRARY

CORRESPONDENCE DATA

Fax Number: 6506440520

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: 6506483802

Email: patty@pattycheng.com

Correspondent Name: Patty Cheng

Address Line 1: 2625 MIDDLEFIELD ROAD, SUITE 215

Address Line 4: Palo Alto, CALIFORNIA 94306

OP \$240.00 4082594

NAME OF SUBMITTER:	Patty Cheng
SIGNATURE:	/s/ Patty Cheng
DATE SIGNED:	04/03/2018
Total Attachments: 6 source=Xanedu Publishing - IPSA - executed#page1.tif source=Xanedu Publishing - IPSA - executed#page2.tif source=Xanedu Publishing - IPSA - executed#page3.tif source=Xanedu Publishing - IPSA - executed#page4.tif source=Xanedu Publishing - IPSA - executed#page5.tif source=Xanedu Publishing - IPSA - executed#page6.tif	

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of March 22, 2018 (the "Agreement") is entered into by and between XANEDU PUBLISHING, INC., a Delaware corporation ("XanEdu Publishing"), SHAREDBOOK INC., a Delaware corporation ("Sharedbook"), and WESTERN ALLIANCE BANK, an Arizona corporation ("Lender"). XanEdu Publishing and Sharedbook are each also referred to herein as a "Grantor", and collectively, as the "Grantors".

Reference is made to the Loan and Security Agreement, dated as of March 22, 2018 (as amended from time to time, the "Loan Agreement"), between Lender and Grantors. Terms used but not defined herein have the meaning given to them in the Loan Agreement. For good and valuable consideration, receipt of which is hereby acknowledged, each Grantor hereby covenants and agrees as follows:

To secure the Obligations under the Loan Agreement, each Grantor grants to Lender a security interest in all right, title, and interest of such Grantor in any of the following, whether now existing or hereafter acquired or created in any and all of the following property (collectively, the "Intellectual Property Collateral"):

(a) copyright rights, copyright applications, copyright registrations and like protections in each work or authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held (collectively, the "Copyrights"), including the Copyrights described in Exhibit A;

(b) trademark and servicemark rights, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Grantor connected with and symbolized by such trademarks (collectively, the "Trademarks"), including the Trademarks described in Exhibit B;

(c) patents, patent applications and like protections including without limitation improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same (collectively, the "Patents"), including the Patents described in Exhibit C;

(d) mask work or similar rights available for the protection of semiconductor chips or other products (collectively, the "Mask Works");

(e) trade secrets, and any and all intellectual property rights in computer software and computer software products;

(f) design rights;

(g) claims for damages by way of past, present and future infringement of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights identified above;

(h) licenses or other rights to use any of the Copyrights, Patents, Trademarks, or Mask Works, and all license fees and royalties arising from such use to the extent permitted by such license or rights;

(i) amendments, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and

(j) proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

The rights and remedies of Lender with respect to the security interests granted hereunder are in addition to those set forth in the Loan Agreement, and those which are now or hereafter available to Lender as a matter of law or equity. Each right, power and remedy of Lender provided for herein or in the Loan Agreement, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein, and the exercise by Lender of any one or more of such rights, powers or remedies does not preclude the simultaneous or later exercise by Lender of any other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

GRANTORS:

LENDER:

XANEDU PUBLISHING, INC.

WESTERN ALLIANCE BANK

By: 

By: _____

Name: JASON PLACKOWSKI

Name: _____

Title: CFO

Title: _____

SHAREDBOOK INC.

Address for Notices:

Attn: Note Department

55 Almaden Boulevard, Suite 100

San Jose, California 95113

Fax:(408) 282-1681

By: 

Name: JASON PLACKOWSKI

Title: CFO

Address for Notices for all Grantors:

4750 Venture Drive, Suite 400

Ann Arbor, MI 48108

Attn: John DeBoer – CEO

TRADEMARK

REEL: 006306 FRAME: 0484

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

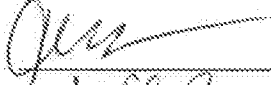
GRANTORS:

LENDER:

XANEDU PUBLISHING, INC.

WESTERN ALLIANCE BANK

By: _____

By:  _____

Name: _____

Name: Jeff Brown _____

Title: _____

Title: VP _____

SHAREDBOOK INC.

Address for Notices:

Attn: Note Department

55 Almaden Boulevard, Suite 100

San Jose, California 95113

Fax:(408) 282-1681

By: _____

Name: _____

Title: _____

Address for Notices for all Grantors:

4750 Venture Drive, Suite 400

Ann Arbor, MI 48108

Attn: John DeBoer – CFO

TRADEMARK

REEL: 006306 FRAME: 0485

EXHIBIT A
COPYRIGHTS

Please Check if No Copyrights Exist

<u>Name of Owner</u>	<u>Type of Work:</u>	<u>Title:</u>	<u>Registration Number:</u>	<u>Filing Date:</u>

EXHIBIT B

TRADEMARKS

Please Check if No Trademarks Exist

<u>Owner</u>	<u>Description:</u>	<u>U.S. Serial Number:</u>	<u>U.S. Registration Number</u>	<u>Filing/Registration Date</u>
XanEdu Publishing	NIMBLEWERX	86420692		Oct. 10, 2014*
XanEdu Publishing	ACADEMICPUB	85258366	4082594	January 10, 2012
XanEdu Publishing	SHAREDBOOK	78751386	3221857	March 27, 2007
XanEdu Publishing	CONNECT AND REMEMBER	78751378	3221856	March 27, 2007*
XanEdu Publishing	SOCIALLY-DRIVEN ECOMMERCE	78465421	3118152	July 18, 2006*
XanEdu Publishing	BLOG2PRINT	77660932	3663626	August 4, 2009
XanEdu Publishing	MADE ANY GOOD BOOKS LATELY?	77137321	3343567	Nov. 27, 2007
XanEdu Publishing	THE PEOPLE'S ANNOTATED	77124972	3581061	Feb. 24, 2009*
XanEdu Publishing	THE PEOPLE'S ANNOTATED	77124961	3583862	March 3, 2009*
XanEdu Publishing	THE PEOPLE'S ANNOTATED	77124948	3583861	March 3, 2009*
XanEdu Publishing	WORD OF SIGHT	77015579	3337947	Nov. 20, 2007*
XanEdu Publishing	XANEDU	76527193	2941154	April 19, 2005
XanEdu Publishing	XANEDU	76527131	2943369	April 26, 2005
XanEdu Publishing	XANEDU	76070446	2698286	March 18, 2003
XanEdu Publishing	XANEDU	76070426	2700899	March 25, 2003
XanEdu Publishing	THE LAB LIBRARY	87747029		January 8, 2018

*Indicates dead, abandoned or cancelled trademark

EXHIBIT C

PATENTS

Please Check if No Patents Exist

<u>Name of Owner</u>	<u>Title:</u>	<u>Patent Number:</u>	<u>Application Number:</u>	<u>Issue/Filed Date:</u>
XanEdu Publishing	Printing a custom online book and creating groups of annotations made by various users using annotation identifiers before the printing	7,506,246	11/099817	March 17, 2009
XanEdu Publishing	System and method for arbitrary annotation of web pages copyright notice		11/099768	April 6, 2005