

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM482488

| | | | |
|---|---|-----------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest in Trademarks | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Staff Management Solutions, LLC | | 07/13/2018 | Limited Liability Company: ILLINOIS |
| RECEIVING PARTY DATA | | | |
| Name: | Bank of America, N.A., as Administrative Agent | | |
| Street Address: | 555 California Street, 4th Floor | | |
| Internal Address: | MC: CA5-705-04-09 | | |
| City: | San Francisco | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 94104 | | |
| Entity Type: | National Banking Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3420693 | STUDENTSCOUT | |
| Registration Number: | 2601306 | RISKWISE | |
| Registration Number: | 1835629 | STAFFTRACK | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 9192868199 | | |
| <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: | 9192868000 | | |
| Email: | PTO_TMconfirmation@mvalaw.com, amberwest@mvalaw.com | | |
| Correspondent Name: | MOORE & VAN ALLEN PLLC | | |
| Address Line 1: | 3015 Carrington Mill Blvd., Suite 400 | | |
| Address Line 4: | Morrisville, NORTH CAROLINA 27560 | | |
| ATTORNEY DOCKET NUMBER: | 327000.027829 | | |
| NAME OF SUBMITTER: | John Slaughter | | |
| SIGNATURE: | /john slaughter/ | | |
| DATE SIGNED: | 07/18/2018 | | |
| Total Attachments: 4 | | | |
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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 Security and Pledge Agreement dated as of July 13, 2018 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and a right to set off against the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

| <u>Trademark No.</u> | <u>Description of Trademark Item</u> | <u>Date of Trademark</u> |
|----------------------|--|--------------------------|
| | See <u>Schedule 1</u> attached hereto | |

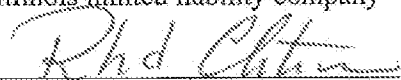
TRADEMARK APPLICATIONS

| <u>Trademark Applications No.</u> | <u>Description of Trademark Applied for</u> | <u>Date of Trademark Applications</u> |
|-----------------------------------|---|---|
| | See <u>Schedule 1</u> attached hereto | |

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (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 or trademark application.

Very truly yours,

STAFF MANAGEMENT SOLUTIONS, LLC,
an Illinois limited liability company

By: 

Name: Rich Christensen

Title: Treasurer and Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____

Name:

Title:

Aamir Saleem
Aamir Saleem
Vice President

Schedule 1

**Staff Management Solutions, LLC
(Illinois Limited Liability Company)**

U.S. Trademarks

Trademark Registrations

| Mark | Reg. No. | Reg. Date |
|--------------|-----------------|------------------|
| STUDENTSCOUT | 3420693 | 04/29/08 |
| RISKWISE | 2601306 | 07/30/02 |
| STAFFTRACK | 1835629 | 05/10/94 |