

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM482554

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cognition Financial Corporation		07/19/2018	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	FM Systems LLC		
<b>Doing Business As:</b>	Tuition Management Systems LLC		
<b>Street Address:</b>	171 Service Avenue		
<b>Internal Address:</b>	Suite 200		
<b>City:</b>	Warwick		
<b>State/Country:</b>	RHODE ISLAND		
<b>Postal Code:</b>	02886		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87943147	TUITIONWISE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6172613175		
<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>	617-261-3100		
<b>Email:</b>	botrademarks@klgates.com		
<b>Correspondent Name:</b>	Kathleen M. Burch, K&L Gates LLP		
<b>Address Line 1:</b>	One Lincoln Street		
<b>Address Line 2:</b>	State Street Financial Center		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02111		
<b>NAME OF SUBMITTER:</b>	Kathleen Burch		
<b>SIGNATURE:</b>	/Kathleen Burch/		
<b>DATE SIGNED:</b>	07/19/2018		
<b>Total Attachments: 3</b>			
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## TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment"), by and between Cognition Financial Corporation, a Delaware corporation, having a business address at 200 Clarendon Street, Third Floor, Boston, Massachusetts 02116 ("Assignor") and FM Systems LLC d/b/a Tuition Management Systems LLC, a Delaware limited liability company, having business address at 171 Service Avenue, Suite 200, Warwick, Rhode Island 02886 ("Assignee"), is effective as of July 19, 2018.

WHEREAS, the Assignor is the owner of the right, title and interest in and to the trademark set forth on Schedule A attached hereto, including all common law and statutory right, title and interest, together with the goodwill related thereto (the "Mark"); and

WHEREAS, the Assignee desires to acquire and the Assignor desires to transfer to the Assignee the Assignor's entire right, title and interest in and to the Mark and the goodwill of the business in connection with which the aforesaid Mark has been used.

NOW, THEREFORE, in consideration of the foregoing and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

The Assignor hereby transfers, conveys, and assigns to the Assignee all of the Assignor's right, title and interest in, to and under the Mark, including any and all common law rights thereof, together with the goodwill associated with the Mark, and any renewals and extensions thereof that may hereafter be secured under the laws in effect in the United States or any other country or jurisdiction throughout the world.

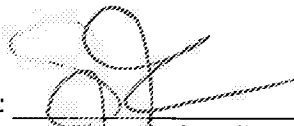
The Assignor agrees to execute all documents and assist in all proceedings to perfect, register, or record the rights of the Assignee to the Mark as the Assignee may reasonably deem appropriate.

[This space is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be executed by their respective duly authorized officers on the date first written above.

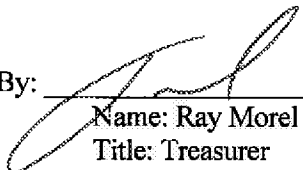
ASSIGNOR:  
COGNITION FINANCIAL CORPORATION

Dated: 7/19/18

By:   
Name: Seth Gelber  
Title: President

ASSIGNEE:  
FM SYSTEMS LLC D/B/A TUITION MANAGEMENT  
SYSTEMS LLC

Dated: 7/19/18

By:   
Name: Ray Morel  
Title: Treasurer

**SCHEDULE A**

<b>Trademark</b>	<b>Country</b>	<b>Application No.</b>	<b>Application Date</b>
TUITIONWISE	United States	87/943,147	05/31/2018