

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM489193

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Assignee is a Florida limited liability company, not a Florida Corporation, as shown by the assignment documents. previously recorded on Reel 000000 Frame 0000. Assignor(s) hereby confirms the conveyance is to "Gold Coast Professional Schools, LLC, a Florida Limited Liability Company."

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bert Rodgers Schools of Real Estate, Inc.		08/09/2016	Corporation: FLORIDA

RECEIVING PARTY DATA

Name:	Gold Coast Professional Schools, LLC
Street Address:	5600 Hiatus Road
City:	Tamarac
State/Country:	FLORIDA
Postal Code:	33321
Entity Type:	Limited Liability Company: FLORIDA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	4211308	YOUR LICENSE TO SUCCESS
Registration Number:	4232302	BR BERT RODGERS SCHOOLS
Registration Number:	4228662	BR BERT RODGERS SCHOOLS
Registration Number:	4228661	BR
Registration Number:	3840061	A FLORIDA TRADITION SINCE 1958
Registration Number:	2020287	BERT RODGERS
Registration Number:	2023055	BERT RODGERS REAL ESTATE COURSES

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: 407-244-8246
 Email: jriola@carltonfields.com
 Correspondent Name: Jill Sarnoff Riola
 Address Line 1: 450 S. Orange Ave.
 Address Line 2: Carlton Fields Jordan Burt
 Address Line 4: Orlando, FLORIDA 32801

TRADEMARK

NAME OF SUBMITTER:	Jill Sarnoff Riola
SIGNATURE:	/jill sarnoff riola/
DATE SIGNED:	09/09/2018
Total Attachments: 8 source=BRS Assignment to GCPS#page1.tif source=BRS Assignment to GCPS#page2.tif source=BRS Assignment to GCPS#page3.tif source=BRS Assignment to GCPS#page4.tif source=BRS Assignment to GCPS#page5.tif source=BRS Assignment to GCPS#page6.tif source=BRS Assignment to GCPS#page7.tif source=BRS Assignment to GCPS#page8.tif	

ASSIGNMENT AND ASSUMPTION AGREEMENT

This ASSIGNMENT AND ASSUMPTION AGREEMENT ("Agreement") is entered into as of the 9 day of August, 2016 by and between BERT RODGERS SCHOOLS OF REAL ESTATE, INC., a Florida corporation (the "Assignor") and GOLD COAST PROFESSIONAL SCHOOLS, LLC, a Florida limited liability company (the "Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement dated as of May 27, 2016, as subsequently amended (the "Asset Purchase Agreement"); and

WHEREAS, pursuant to the Asset Purchase Agreement, Assignor desires and intends to transfer and assign to Assignee those agreements, permits, licenses, and telephone numbers all as identified on Exhibit "A" (collectively, the "Assumed Assets"); and

WHEREAS, Assignee desires and intends to accept Assignor's transfer of all of its right, title and interest in the Assumed Assets and is willing to assume Assignor's liabilities and obligations as identified on Exhibit "B" (collectively, the "Assumed Liabilities").

NOW, THEREFORE, pursuant to the terms and conditions of this Agreement, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor agree as follows:

1. On the date hereof, Assignor hereby assigns and transfers unto Assignee all of Assignor's right, title, and interest in and to the Assumed Assets and Assignee does hereby assume, and agrees to pay, perform, discharge, as and when due, all of the Assumed Assets and Assumed Liabilities subject to the terms and limitations set forth in the Asset Purchase Agreement.

2. Assignor and Assignee hereby agree, from time to time, at the reasonable request and sole cost of the other to execute and deliver such other instruments of conveyance, transfer and assumption, and take such other actions as the other may reasonably request in order to more effectively consummate the transactions contemplated by this Agreement.

3. This Agreement is made subject to and with the benefit and limitations of the respective representations, warranties, covenants, terms, conditions and other provisions of the Asset Purchase Agreement, including, without limitation, the indemnification provisions set forth therein. Any defined terms used herein and not defined herein shall have the same meanings as ascribed to such terms in the Asset Purchase Agreement.

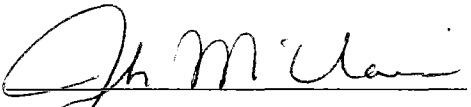
4. This Agreement shall be binding upon and inure to the benefit of the respective successors and assigns of the parties hereto.

5. This Agreement shall be construed and interpreted according to the laws of the State of Florida, without regard to the conflict of laws and rules of such state. The parties irrevocably and unconditionally (a) agree that any suit, action or legal proceeding arising out of or relating to this Agreement shall be brought exclusively in the courts of record of the State of Florida in Broward County or the court of the United States, Southern District of Florida; (b) consent to the jurisdiction of such court in any suit, action or proceeding; (c) waive any objection

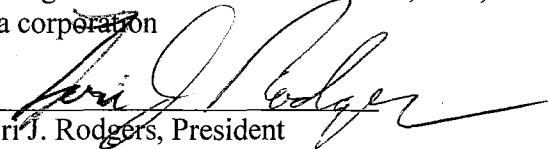
which it may have to the laying of the venue of any such suit, action or proceeding in any of such court; and (d) agree that service of any court paper may be effected on such party by mail, as provided in this Agreement, or in such other manner as may be provided under applicable laws of court rules in such state.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment and Assumption Agreement as of the date written above.

Witness:


Name: Jennifer McLean

Bert Rodgers Schools of Real Estate, Inc., a Florida corporation

By: 
Lori J. Rodgers, President

Witness:

Name: _____

Gold Coast Professional Schools, LLC, a Florida limited liability company

By: _____
James D. Greer, Manager

which it may have to the laying of the venue of any such suit, action or proceeding in any of such court; and (d) agree that service of any court paper may be effected on such party by mail, as provided in this Agreement, or in such other manner as may be provided under applicable laws of court rules in such state.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment and Assumption Agreement as of this 28th day of July, 2016.

Witness:

Bert Rodgers Schools of Real Estate, Inc., a Florida corporation

By: _____

Lori J. Rodgers, President

Name: _____

Witness:

Gold Coast Professional Schools, LLC, a Florida limited liability company



By: _____

James D. Greer, Manager

Name: maria V. Cumais

EXHIBIT "A"

(Assumed Assets)

[REDACTED]
ALL ASSETS LISTED ON THE FOLLOWING SELLER DISCLOSURE SCHEDULES: [REDACTED]
[REDACTED] SCHEDULE 5.12 (INTELLECTUAL PROPERTY); [REDACTED]
[REDACTED]

DISCLOSURE SCHEDULE

Reference is made to the Asset Purchase Agreement (the "*Agreement*"), dated as of May 27, 2016, as amended, by and between Gold Coast Professional Schools, LLC, a Florida limited liability company ("*Buyer*"), Bert Rodgers Schools of Real Estate, Inc., a Florida corporation ("*Seller*") and Lori J. Rodgers (the "*Seller's Principal*"), pursuant to which Buyer shall purchase substantially all of the assets of the Seller. The attached schedules (collectively, the "*Disclosure Schedule*") are furnished to you by Seller and Seller's Principal pursuant to the Agreement. The headings contained in this Disclosure Schedule are for reference purposes only and shall not affect in any way the meaning or interpretation of the Disclosure Schedule. Capitalized terms not otherwise defined herein shall have the respective meanings ascribed to them in the Agreement, unless the context otherwise requires.

Seller and Seller's Principal have made the representations and warranties set forth in the Agreement subject to the matters disclosed in this Disclosure Schedule. The matters disclosed in the Disclosure Schedule may be broader than those required to be disclosed in order for the representations and warranties contained in the Agreement to be true and correct. These additional matters are provided for informational purposes only, and neither Seller nor Seller's Principal makes any representation or warranty that other matters of a similar nature or import are disclosed herein.

The Disclosure Schedule identifies exceptions by specific Section or subsection references, provided that disclosure made with respect to any indicated Section or subsection will also be deemed to be disclosure with respect to all other Sections and/or subsections of the Agreement to the extent it is reasonably apparent on the face of such disclosure that such disclosure is applicable or relevant to such other Section and/or subsection; provided that nothing in this Disclosure Schedule is intended to broaden the scope of any representation or warranty of Seller made in the Agreement.

The information and disclosures contained in this Disclosure Schedule are made as of the Closing Date and not at any time thereafter. Where the terms of agreements have been referenced, summarized or described herein, such disclosures are qualified in their entirety by the specific terms of such contract.

**SCHEDULE 2.6
ALLOCATION OF PURCHASE PRICE**

The aggregate Purchase Price shall be allocated among the Purchased Assets as follows:

<u>Assets</u>	<u>Allocation</u>
All Purchased Assets other than goodwill	\$ [REDACTED]
Goodwill of the Business	\$ [REDACTED]

**SCHEDULE 5.12
INTELLECTUAL PROPERTY**

Bert Rodgers Schools of Real Estate, Inc.

FILED APP # US REG DT. US REG# STATUS

A FLORIDA TRADITION SINCE 1958 7/28/2009 77/791,149 8/31/2010 3,840,061 Registered

Class Description

016 Adult education course books and printed ancillary course materials in the field of professional licensing for a wide range of vocations.

041 Educational services, namely conducting classes in the field of professional licensing for a wide range of vocations.

FILED APP # US REG DT. US REG# STATUS

BERT RODGERS REAL ESTATE

COURSES

5/15/1995 74/673,790 12/17/1996 2,023,055 Registered

Class Description

016 Adult education course books and printed ancillary course materials in the field of professional licensing for real estate careers.

041 Educational services, namely conducting classes in the field of professional licensing for real estate careers.

FILED APP # US REG DT. US REG# STATUS

BERT RODGERS 5/15/1995 74/673,791 12/3/1996 2,020,287 Registered

Class Description

016 Adult education course books and printed ancillary course materials in the field of professional licensing for a wide range of vocations.

041 Educational services, namely conducting classes in the field of professional licensing for a wide range of vocations.

FILED APP # US REG DT. US REG# STATUS

BR (stylized and/or design) 10/26/2006 77/029,973 8/31/2010 3,841,844 Registered

Class Description

016 Adult education course books and printed ancillary course materials in the field of professional licensing for a wide range of vocations in the field of real estate sales, real estate brokerage, real estate appraisal, mortgage brokering, mortgage lending.

FILED APP # US REG DT. US REG# STATUS

BR (stylized and/or design) 10/26/2006 77/029,973 8/31/2010 3,841,844 Registered

Class Description

016 Adult education course books and printed ancillary course materials in the field of professional licensing for a wide range of vocations in the field of real estate sales, real estate brokerage, real estate appraisal, mortgage brokering, mortgage lending.

FILED APP # US REG DT. US REG# STATUS

BR Logo (2011) 7/13/2011 85/370,197 10/23/2012 4,228,661 Registered

Class Description

041 Providing continuing education courses and professional licensing courses in the fields of real estate agency and brokerage, real property appraisal, mortgage lending, and community association management, and distribution of printed materials in connection therewith in hard copy or electronic format.

FILED APP # US REG DT. US REG# STATUS

BR Logo horizontal Bert Rodgers 7/13/2011 85/370,246 10/30/2012 4,232,302 Registered

Class Description

041 Providing continuing education courses and professional licensing courses in the fields of real estate agency and brokerage, real property appraisal, mortgage lending, and community association management, and distribution of printed materials in connection therewith in hard copy

or electronic format.

FILED APP # US REG DT. US REG# STATUS

BR Logo stacked Bert Rodgers 7/13/2011 85/370,241 10/23/2012 4,228,662 Registered

Class Description

041 Providing continuing education courses and professional licensing courses in the fields of real estate agency and brokerage, real property appraisal, mortgage lending, and community association management, and distribution of printed materials in connection therewith in hard copy or electronic format.

FILED APP # US REG DT. US REG# STATUS

PROVIDING EXCELLENCE IN

EDUCATION SINCE 1958

7/29/2009 77/792,417 7/27/2010 3,826,595 Registered

Class Description

041 Educational services, namely, conducting classes in the field of professional licensing for a wide range of vocations in the fields of real estate sales, real estate brokerage, real estate appraisal, mortgage brokering and lending, and community association management.

FILED APP # US REG DT. US REG# STATUS

YOUR LICENSE TO SUCCESS 7/13/2011 85/370,262 9/18/2012 4,211,308 Registered

Class Description

041 Providing continuing education courses and professional licensing courses in the fields of real estate agency and brokerage, real property appraisal, mortgage lending, and community association management, and distribution of printed materials in connection therewith in hard copy or electronic format.



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RECORDED: 09/09/2018

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