

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM499651

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Orion ICS, LLC		11/27/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association		
Street Address:	500 First Avenue		
City:	Pittsburgh		
State/Country:	PENNSYLVANIA		
Postal Code:	15219		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Registration Number:	2516914	AMERICA'S LEADERSHIP SOLUTION	
Registration Number:	2580322	FROM THE BATTLEFIELD TO THE BOARDROOM	
Registration Number:	3213488	HIRE A HERO, HIRE A VET	
Registration Number:	2811797	HIRE A HERO, HIRE A VET	
Registration Number:	3215735	ORION INTERNATIONAL	
Registration Number:	2825223	ORION INTERNATIONAL	
Registration Number:	3776894	ORION MRPO	
Registration Number:	4190624	MINI-CONFERENCE	
Registration Number:	4369516	FROM THE BATTLEFIELD TO THE OILFIELD	
Registration Number:	4517389	MILITARY GRADE TALENT ON TIME · ON TARGE	
Registration Number:	4954696	ORION MILITARY TALENT PROGRAM	
Registration Number:	5374227	ORION TALENT SOLUTIONS	
Registration Number:	5422023	ORION TALENT	
Registration Number:	5447708	ORION NOVOTUS	
CORRESPONDENCE DATA			
Fax Number:	2158325619		
<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>			

OP \$365.00 2516914

Phone: 2155695619
Email: pecsenye@blankrome.com
Correspondent Name: Timothy D. Pecsénye
Address Line 1: One Logan Square
Address Line 2: 8th Floor
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER: 074658-18118

NAME OF SUBMITTER: Timothy D. Pecsénye

SIGNATURE: /Timiothy D. Pecsénye/

DATE SIGNED: 11/27/2018

Total Attachments: 8

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Supplement to Intellectual Property Security Agreements

This Supplement to Intellectual Property Security Agreements (“Supplement”), dated as of November 27, 2018, is by and among **ORION ICS, LLC**, a Delaware limited liability company (“Grantor”) and **PNC BANK, NATIONAL ASSOCIATION**, in its capacity as administrative agent for the Lenders (in each such capacity, “Agent”).

BACKGROUND

This Supplement is being delivered in connection with that certain Amended and Restated Revolving Credit, Term Loan and Security Agreement dated as of the date hereof by and among L2 Orion Holdings, LLC, a Delaware limited liability company (“Holdings”), Grantor, Novotus, LLC, a Delaware limited liability company formerly known as “Novorion Buyer, LLC” (“Novotus”, together with Holdings, Grantor and each other Person joined as a borrower to the Credit Agreement (as hereinafter defined) from time to time, the “Borrowers” and each a “Borrower”), certain financial institutions which are now or which hereafter become a party thereto as lenders (“Lenders”) and Agent (as the same may be further amended, supplemented, restated, replaced, or otherwise modified from time to time, the “Credit Agreement”), (ii) that certain Intellectual Property Security Agreement concerning Copyrights (as defined therein) dated as of January 21, 2016 by Grantor in favor of Agent (as amended, supplemented, restated, replaced, or otherwise modified from time to time, the “Copyrights Security Agreement”), and (iii) that certain Intellectual Property Security Agreement concerning Trademarks and Patents (as each such term is defined therein) dated as of January 21, 2016 by Grantor in favor of Agent (as amended, supplemented, restated, replaced, or otherwise modified from time to time, the “Trademarks and Patents Security Agreement”, and together with the Copyrights Security Agreement, collectively, the “IP Security Agreement”). Capitalized terms used but not defined herein shall have the respective meanings given to such terms in, or by reference in, the IP Security Agreement.

A. Pursuant to the Credit Agreement and the IP Security Agreement, Grantor granted to Agent, for the benefit of Lenders, a lien on and security interest in all of Grantor’s Copyrights, Trademarks, and Patents.

B. Grantor has acquired certain additional copyrights set forth on Schedule 1-1 attached hereto and made part hereof (collectively, “Additional Copyrights” and each an “Additional Copyright”).

C. Grantor has acquired certain additional trademarks set forth on Schedule 1-1 attached hereto and made part hereof (collectively, “Additional Trademarks” and each an “Additional Trademark”).

D. Grantor and Agent desire to execute this Supplement for the purpose of, *inter alia*, granting, ratifying and confirming Agent’s lien on and security interest in the Additional Copyrights and Additional Trademarks, as set forth more fully in the IP Security Agreement, and for recording as appropriate in the United States Copyright Office and the United States Patent and Trademark Office.

NOW THEREFORE, with the foregoing Background hereinafter deemed incorporated by reference and made a part hereof, and for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Grantors, intending to be legally bound hereby, covenant and agree as follows:

1. Grant and Reaffirmation of Security Interests. To secure the payment and performance of the Obligations under the Credit Agreement, Grantor hereby grants to Agent, for its benefit and the benefit of Lenders, and hereby reaffirms its prior grant pursuant to the Credit Agreement of a continuing security interest in Grantor's entire right, title and interest in and to the following whether now owned or existing or hereafter created, acquired or arising:

(i) each Additional Copyright, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Copyright;

(ii) each Additional Trademark, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(iii) all products and proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Additional Copyright and/or any Additional Trademark, or (b) injury to the goodwill associated with any Additional Copyright and/or any Additional Trademark.

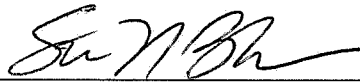
2. Schedule 1 to the IP Security Agreement is hereby supplemented by the information contained on Schedule 1-1. All references to Schedule 1 contained in the IP Security Agreement shall be deemed, for all purposes, to also refer to and include Schedule 1-1.

3. This Supplement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature by facsimile or PDF shall also bind the parties hereto.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, the parties hereto have executed this Supplement on the date first above written.

ORION ICS, LLC

By: 
Name: Steven N. Bjerke
Title: Chief Financial Officer

Acknowledged and Accepted:

PNC BANK, NATIONAL ASSOCIATION,
As Agent under the Credit Agreement

By: _____
Name: Joseph Shylock
Title: Vice President

[SIGNATURE PAGE TO SUPPLEMENT TO IP SECURITY AGREEMENT]

TRADEMARK
REEL: 006489 FRAME: 0205

IN WITNESS WHEREOF, the parties hereto have executed this Supplement on the date first above written.

ORION ICS, LLC

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

PNC BANK, NATIONAL ASSOCIATION,
As Agent under the Credit Agreement

By: Joseph Shylock
Name: Joseph Shylock
Title: Vice President

[SIGNATURE PAGE TO SUPPLEMENT TO IP SECURITY AGREEMENT]

SCHEDULE 1-1

Intellectual Property

Copyrights and Copyright Applications

#	Grantor	Copyright	Serial/ Registration Number	Application/ Registration Date
1.	Orion ICS, LLC	Veterans' creed.	TXu001108214	5/9/2003
2.	Orion ICS, LLC	Orion information booklet.	TX0005047789	9/15/1999
3.	Orion ICS, LLC	Orion information (career network) booklet.	TX0005047788	9/15/1999
4.	Orion ICS, LLC	Orion, the authority on working solutions.	TX0004727259	2/25/1998
5.	Orion ICS, LLC	Orion--the authority on working solutions.	TX0004729403	2/25/1998
6.	Orion ICS, LLC	Orion International Consulting Group, Inc.: former junior military officers specializing in identifying the best talent leaving the services for career opportunities with leading companies.	TX0004440377	9/13/1996
7.	Orion ICS, LLC	Orion International Consulting Group, Inc.: former junior military officers specializing in identifying the best talent leaving the services for career opportunities with leading companies.	TX0004440376	9/13/1996
8.	Orion ICS, LLC	Career network: an affiliate of Orion International Consulting Group, Inc.	TX0004440722	9/13/1996
9.	Orion ICS, LLC	Career network client folder.	TX0004440185	9/13/1996
10.	Orion ICS, LLC	The Orion strategy	TX0004440184	9/13/1996
11.	Orion ICS, LLC	Career Network, Inc.	TX0004440183	9/13/1996
12.	Orion ICS, LLC	Orion International Consulting Group, Inc.	TX0004440182	9/13/1996
13.	Orion ICS, LLC	Career network today: a division of Orion International Consulting Group, Inc.	TX0004440181	4/17/1997
14.	Orion ICS, LLC	Orion	TX0004416101	9/13/1996
15.	Orion ICS, LLC	The Orion vision	TX0004412844	9/13/1996

#	Grantor	Copyright	Serial/ Registration Number	Application/ Registration Date
16.	Orion ICS, LLC	The military candidate	TX0004412843	9/13/1996
17.	Orion ICS, LLC	Top 10 reasons to hire a junior military officer (JMO)	TX0004412842	9/13/1996
18.	Orion ICS, LLC	Working with the best	TX0004412841	9/13/1996
19.	Orion ICS, LLC	The career network strategy	TX0004412840	9/13/1996
20.	Orion ICS, LLC	Orion International Consulting Group's primary service brochure	TXu000512762	11/26/1991
21.	Orion ICS, LLC	Orion consulting's officer professional development program: presenting America's finest in professional career transition	TXu000509836	5/6/1991

Trademarks and Trademark Applications

Service Mark or Trademark	Registration number	Country	Status	Classification	Date Issued and/or Filed
America's Leadership Solution	2516914	USA	Live	Career and job transition services	12/1/2011
From the Battlefield to the Boardroom	2580322	USA	Live	Employment counseling and recruiting services for veterans	6/11/2002
Hire a Hero, Hire a Vet	3213488	USA	Live	Career and job transition services	2/27/2007
Hire a Hero, Hire a Vet	2811797	USA	Live	Career and job transition services	2/3/2004
Orion International	3215735	USA	Live	Employment hiring, recruiting,	3/6/2007

Service Mark or Trademark	Registration number	Country	Status	Classification	Date Issued and/or Filed
				placement, and staffing	
Orion International	2825223	USA	Live	Employment hiring, recruiting, placement, and staffing	3/23/2004
Orion MRPO	3776894	USA	Live	Outsourcing for job transition services	4/20/2010
Mini-Conference	4190624	USA	Live	Employment counseling, recruiting services, and hiring events	8/14/2012
From the Battlefield to the Oilfield	4369516	USA	Live	Career assistance and placement	2/27/2012
Military Grade Talent – On Time, On Target	4517389	USA	Live	Employment hiring, recruiting, placement, staffing, and career networking services	4/22/2014
Orion Military Talent Program	4954696	USA	Live	Employment hiring, recruiting, placement, staffing, and career networking services	5/10/2016
Orion Talent Solutions	5374227	USA	Live	Employment hiring,	1/9/2018

Service Mark or Trademark	Registration number	Country	Status	Classification	Date Issued and/or Filed
				recruiting, placement, staffing, and career networking services	
Orion Talent	5422023	USA	Live	Employment hiring, recruiting, placement, staffing, and career networking services	3/13/2018
Orion Novotus	5447708	USA	Live	Employment hiring, recruiting, placement, staffing, and career networking services	1/30/2018