

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM504765

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Educational Measures, LLC		12/21/2018	Limited Liability Company: COLORADO
RECEIVING PARTY DATA			
Name:	Harbert Credit Solutions Fund IV, L.P., as Collateral Agent		
Street Address:	618 Church Street, Suite 500		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37219		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	5497868	ARRAY	
Registration Number:	5497507	ARRAY ANALYTICS	
Registration Number:	5310010	EM ARRAY	
Registration Number:	4413385	EDUCATIONAL MEASURES	
Registration Number:	4040762	ARRAY LEARNING	
CORRESPONDENCE DATA			
Fax Number:	7043311159		
<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:	7043311000		
Email:	PTO_TMconfirmation@mvalaw.com, amberwest@mvalaw.com		
Correspondent Name:	MOORE & VAN ALLEN PLLC		
Address Line 1:	100 North Tryon Street, Suite 4700		
Address Line 4:	Charlotte, NORTH CAROLINA 28202-4003		
ATTORNEY DOCKET NUMBER:	044420.04		
NAME OF SUBMITTER:	John Slaughter		
SIGNATURE:	/john slaughter/		
DATE SIGNED:	01/07/2019		

OP \$140.00 5497868

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARK

United States Patent and Trademark Office

Ladies and Gentlemen:


Please be advised that pursuant to the Senior Subordinated Note Purchase Agreement dated as of December 21, 2018 (as amended or modified from time to time, the “Note Purchase Agreement”; capitalized terms not otherwise defined herein to have the meaning as provided in the Note Purchase Agreement) by and among (1) **EM BUYER, INC.**, a Delaware corporation, and (2) immediately upon consummation of the Closing Date Acquisition, **EDUCATIONAL MEASURES, LLC**, a Colorado limited liability company (collectively, the “Grantors”, and each a “Grantor”), and **HARBERT CREDIT SOLUTIONS FUND IV, L.P.**, a Delaware limited partnership, as a Noteholder and in its capacity as collateral agent (acting in such capacity, the “Collateral Agent”) for itself and the other Noteholders party thereto (collectively, the “Noteholders” and each individually, a “Noteholder”), the undersigned Grantor, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, has granted to Collateral Agent a continuing security interest in such Grantor’s right, title and interest in and to the trademark set forth on Schedule 1 attached hereto and made a part hereof.

The undersigned Grantor and Collateral Agent hereby acknowledge and agree that the security interest in the foregoing trademark (i) may only be terminated in accordance with the terms of the Note Purchase Agreement and (ii) is not to be construed as an assignment of any trademark.

[Signatures Follow]

Very truly yours,

EDUCATIONAL MEASURES, LLC.
a Colorado limited liability company

By: 
Name: Conor Mullett
Title: Chairman

Acknowledged and Accepted:

HARBERT CREDIT SOLUTIONS FUND IV, L.P.,
as Collateral Agent

By: HCSF IV GP, LLC, its general partner

By: _____
Name: Robert A. Bourquin
Title: Vice President – Managing Director

[Signature Page to Notice of IP Security Interest (Trademark)]

Very truly yours,

EDUCATIONAL MEASURES, LLC,
a Colorado limited liability company

By: _____
Name: Conor Mullett
Title: Chairman

Acknowledged and Accepted:

HARBERT CREDIT SOLUTIONS FUND IV, L.P.,
as Collateral Agent

By: HCSF IV GP, LLC, its general partner

By: _____
Name: Robert A. Bourquin
Title: Vice President – Managing Director

[Signature Page to Notice of IP Security Interest (Trademark)]

Schedule 1

Educational Measures, LLC
(Colorado Limited Liability Company)

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
ARRAY	5497868	06/19/18
ARRAY ANALYTICS	5497507	06/19/18
EM ARRAY	5310010	10/17/17
EDUCATIONAL MEASURES	4413385	10/08/13
ARRAY LEARNING	4040762	10/18/11