

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM524789

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST AT REEL/FRAME NO. 4770/0732 AND 5188/0205

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
COMERICA BANK		05/22/2019	BANKING ASSOCIATION: TEXAS

RECEIVING PARTY DATA

Name:	2U, INC.
Street Address:	7900 HARKINS ROAD
City:	LANHAM
State/Country:	MARYLAND
Postal Code:	20784
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Serial Number:	77708287	YEAR ONLINE
Serial Number:	77579886	2TOR
Serial Number:	77688454	A GREAT UNIVERSITY'S BEST FRIEND
Serial Number:	77688547	A UNIVERSITY'S BEST FRIEND
Serial Number:	77797959	MY TEACHER HERO
Serial Number:	85104286	GREAT UNIVERSITIES UNLEASHED
Serial Number:	85610506	SEMESTER ONLINE
Serial Number:	87759654	STARBASICS
Serial Number:	85759707	2U
Serial Number:	85820003	SEMESTER ONLINE
Serial Number:	85833533	CERTIFICATION MAP
Serial Number:	85833534	TEACHER CERTIFICATION MADE SIMPLE!
Serial Number:	85833535	HOW TO MBA
Serial Number:	85874698	SEMESTER ONLINE
Serial Number:	85874721	SEMESTER ONLINE
Serial Number:	86076821	BLT
Serial Number:	86076824	BIDIRECTIONAL LEARNING TOOL
Serial Number:	77708282	SEMESTER ONLINE

OP \$465.00 77708287

TRADEMARK

CORRESPONDENCE DATA**Fax Number:** 7147558290*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.***Email:** IPDOCKET@LW.COM, KRISTIN.AZCONA@LW.COM**Correspondent Name:** LATHAM & WATKINS LLP**Address Line 1:** 650 TOWN CENTER DRIVE, 20TH FLOOR**Address Line 4:** COSTA MESA, CALIFORNIA 92626**ATTORNEY DOCKET NUMBER:** 061689-7**NAME OF SUBMITTER:** KRISTIN J AZCONA**SIGNATURE:** /KJA/**DATE SIGNED:** 05/23/2019**Total Attachments: 5**

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RELEASE OF SECURITY INTEREST

This Release of Security Interest is made as of May 22, 2019, by COMERICA BANK, a Texas banking association ("Comerica") in favor of 2U, INC., a Delaware corporation formerly known as 2tor, Inc., a Delaware corporation ("Company") with its principal place of business located at 7900 Harkins Road, Lanham, MD 20784.

Recitals

WHEREAS Company granted to Comerica a security interest in the copyrights, patents and trademarks described on Exhibits A, B and C attached hereto, respectively (collectively, the "Intellectual Property Collateral") under an Intellectual Property Security Agreement dated as of April 5, 2012 (the "IP Security Agreement");

WHEREAS Company granted to Comerica a security interest in the patents described on Exhibit B attached hereto, respectively (collectively, the "Patent Collateral") under that certain Agreement (Patent) dated as of December 31, 2013 (the "Patent Security Agreement");

WHEREAS Company granted to Comerica a security interest in the trademarks described on Exhibit C attached hereto, respectively (collectively, the "Trademark Collateral") under that certain Agreement (Trademark) dated as of December 31, 2013 (the "Trademark Security Agreement" and together with the IP Security Agreement and the Patent Security Agreement, collectively, the "Security Agreements");

WHEREAS, pursuant to the IP Security Agreement which was recorded in the records of the United States Patent and Trademark Office on April 6, 2012 at reel 4770, frame 0732, the Company granted to Comerica a continuing security interest in and to, all of the Company's right, title and interest in, to and under its owned or thereafter acquired Intellectual Property Collateral, including those Trademarks set forth on the attached Exhibit C;

WHEREAS, pursuant to the Patent Security Agreement which was recorded in the records of the United States Patent and Trademark Office on January 7, 2014 at reel 031925, frame 0090, the Company granted to Comerica, as Agent for the Lenders a continuing security interest in and to, all of the Grantor's right, title and interest in, to and under its owned or thereafter acquired Patent Collateral, including those Patents set forth on the attached Exhibit B; and

WHEREAS, pursuant to the Trademark Security Agreement which was recorded in the records of the United States Patent and Trademark Office on January 7, 2014 at reel 5188, frame 0205, the Company granted to Comerica, as Agent for the Lenders a continuing security interest in and to, all of the Grantor's right, title and interest in, to and under its owned or thereafter acquired Trademark Collateral, including those Trademarks set forth on the attached Exhibit C; and

WHEREAS Company has no outstanding obligations to Comerica under the terms of the Security Agreements, Comerica agrees to release its security interest in the Intellectual Property Collateral, the Patent Collateral and the Trademark Collateral.

Agreement

Now therefore, Comerica agrees that it terminates and releases its security interest in the Intellectual Property Collateral, the Patent Collateral and the Trademark Collateral and reassigns to Company, without warranty or recourse, all interest of Comerica in the Intellectual Property Collateral, the Patent Collateral and the Trademark Collateral.

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COMERICA BANK, a Texas banking association

By: 
Name: JASON PAN
Title: VICE PRESIDENT

[Signature Page to Release of Security Interest]

TRADEMARK
REEL: 006652 FRAME: 0379

EXHIBIT A

Copyrights

None.

EXHIBIT B

Patents

<u>Description</u>	<u>Patent / Serial Number</u>	<u>Issue / Application Date</u>
INTERACTIVE ASYNCHRONOUS EDUCATION	20140272887	9/18/14

EXHIBIT C

Trademarks

<u>Description</u>	<u>Serial/Registration Number</u>	<u>Registration Date</u>
YEAR ONLINE	77708287	04/07/09
2TOR	77579886	10/06/09
A GREAT UNIVERSITY'S BEST FRIEND	77688454	10/20/09
A UNIVERSITY'S BEST FRIEND	77688547	10/20/09
MY TEACHER HERO	77797959	10/19/10
GREAT UNIVERSITIES UNLEASHED	85104286	05/17/11
SEMESTER ONLINE	85610506	04/07/09
2U	85759654	07/16/13
2U	85759707	07/16/13
SEMESTER ONLINE	85820003	11/12/13
CERTIFICATION MAP	85833533	08/27/13
TEACHER CERTIFICATION MADE SIMPLE!	85833534	07/09/13
HOW TO MBA	85833535	08/27/13
SEMESTER ONLINE	85874698	02/04/14
SEMESTER ONLINE	85874721	02/04/14
BLT	86076821	05/26/15
BIODIRECTIONAL LEARNING TOOL	86076824	04/28/15
SEMESTER ONLINE	77708282	04/07/2009

Lender's security interest recorded against some or all of the items at the US Patent and Trademark Office on April 6, 2012 at Reel and Frame Number 4770/0732 and again on January 7, 2014 at Reel and Frame Number 5188/0205.