

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM526571

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Second Lien Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
iContracts, Inc.		05/29/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	NatWest Markets plc		
Street Address:	250 Bishopsgate		
City:	London		
State/Country:	UNITED KINGDOM		
Postal Code:	EC2M 4AA		
Entity Type:	Public Limited Company: UNITED KINGDOM		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	5691397	POLICYSTAT	
Registration Number:	5682335	CONTRACTS MANAGER	
Registration Number:	3742466		
Registration Number:	3742324	EASYCAMPUS	
Registration Number:	3798561	POLICYMEDICAL	
Registration Number:	3685180	POLICYMANAGER	
Registration Number:	3785507	EDUCADIUM	
CORRESPONDENCE DATA			
Fax Number:	2127288111		
<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:	2127288000		
Email:	ipdept@willkie.com		
Correspondent Name:	Yae Na Woo c/o Willkie Farr & Gallagher		
Address Line 1:	787 Seventh Avenue		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	125518.00003 YW/BLS		
NAME OF SUBMITTER:	Yae Na Woo		
SIGNATURE:	/Yae Na Woo/		

CH \$190.00 5691397

DATE SIGNED:	06/05/2019
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Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement (Second Lien) dated as of June 26, 2018 (as supplemented by the Joinder to Security and Pledge Agreement, dated as of the date hereof and executed by iContracts, Inc. and as further amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and NatWest Markets plc (formerly known as The Royal Bank of Scotland plc), as security agent (the "Collateral Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto and all extensions and renewals thereof and amendments thereto to the Collateral Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement, (b) is not to be construed as an assignment of any trademark or trademark application, and (c) does not include any intent to use trademark applications until such time as a statement of use or amendment to allege use has been accepted by the United States Patent and Trademark Office.

In the event there is any conflict between the terms of this Grant of Security Interest in Trademarks and the terms of the Agreement, the terms of the Agreement shall control.

This Grant of Security Interest in Trademarks shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 29th day of May, 2019.

ICONTRACTS, INC.,
a Delaware corporation

By: 

Name: Todd Venetianer

Title: Chief Operating Officer

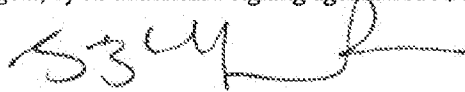
[Signature Page to Support Certificate]

Acknowledged and Accepted:

NATWEST MARKETS PLC,

as Collateral Agent, by its authorized signing agent **NATIONAL WESTMINSTER BANK
PLC**

By:

 **SERGIO MORENO**

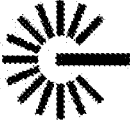
Name: ~~Manuel Casero~~, for and on behalf of National Westminster Bank Plc
acting as agent for NatWest Markets plc (formerly known as The Royal Bank of
Scotland plc)

Title: Authorized Signatory

[Signature Page to Second Lien Trademark Security Agreement]

Schedule 1

Registered Trademarks:

<u>Grantor/Owner</u>	<u>Trademarks</u>	<u>Registration Number/Date</u>	<u>Application Number/Date</u>
iContracts, Inc.	POLICYSTAT	5691397 3/5/2019	88052433 7/25/2018
iContracts, Inc.	CONTRACTS MANAGER	5682335 2/19/2019	87786856 2/6/2018
iContracts, Inc.	 Design only	3742466 1/26/2010	77780022 7/13/2009
iContracts, Inc.	EASYPAMPUS	3742324 1/26/2010	77766602 6/23/2009
iContracts, Inc.	POLICYMEDICAL	3798561 6/8/2010	77756464 6/10/2009
iContracts, Inc.	POLICYMANAGER	3685180 9/22/2009	77555297 8/25/2008
iContracts, Inc.	EDUCADIUM	3785507 5/4/2010	77515263 7/5/2008

Trademark Applications:

None.