

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM535257

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SuccessEd, LLC		08/02/2019	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Plexus Fund IV-A, L.P., as Administrative Agent		
<b>Street Address:</b>	4242 Six Forks Road, Suite 905		
<b>City:</b>	Raleigh		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	27609		
<b>Entity Type:</b>	Limited Partnership: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4368370	SUCCEEDED	
<b>Registration Number:</b>	4368367	SUCCEEDED	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	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>		
<b>Phone:</b>	7043311000		
<b>Email:</b>	PTO_TMconfirmation@mvalaw.com, amberwest@mvalaw.com		
<b>Correspondent Name:</b>	MOORE & VAN ALLEN PLLC		
<b>Address Line 1:</b>	100 North Tryon Street, Suite 4700		
<b>Address Line 4:</b>	Charlotte, NORTH CAROLINA 28202-4003		
<b>ATTORNEY DOCKET NUMBER:</b>	038534.030		
<b>NAME OF SUBMITTER:</b>	John Slaughter		
<b>SIGNATURE:</b>	/john slaughter/		
<b>DATE SIGNED:</b>	08/05/2019		
<b>Total Attachments: 4</b>			
source=(2019) NGSIT - SuccessEd, LLC to Plexus Fund IV-A, L.P., as AA#page1.tif			
source=(2019) NGSIT - SuccessEd, LLC to Plexus Fund IV-A, L.P., as AA#page2.tif			
source=(2019) NGSIT - SuccessEd, LLC to Plexus Fund IV-A, L.P., as AA#page3.tif			

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

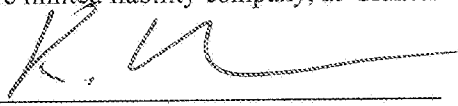
Please be advised that pursuant to the Security and Pledge Agreement dated as of August 2, 2019 (as amended or modified from time to time, the "Security Agreement"; capitalized terms not otherwise defined herein to have the meaning as provided in the Security Agreement) by and among SUCCEEDED MERGER SUB, LLC, a Delaware limited liability company ("Merger Sub"), SUCCEEDED HOLDINGS, LLC, a Delaware limited liability company as successor-by-merger to Merger Sub ("Holdco"), and SUCCEEDED, LLC, a Delaware limited liability company ("Opco," and together with Holdco, Merger Sub, and each other signatory thereto from time to time, each, a "Grantor"; collectively, the "Grantors"), in favor of PLEXUS FUND IV-A, L.P., as administrative agent (including any successor, participant, assignee or transferee thereof, "Administrative Agent") for itself and the Lenders, the undersigned Grantor, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, has granted to Administrative Agent a continuing security interest in such Grantor's right, title and interest in and to the trademarks set forth on Schedule 1 attached hereto and made a part hereof (collectively, the "Trademark Collateral").

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

[Signatures Follow]

Very truly yours,

**SUCCESED, LLC,**  
a Delaware limited liability company, as Grantor

By:   
Name: Keith Driscoll  
Title: Vice President

Accepted and Agreed:

**PLEXUS FUND IV-A, L.P.,**  
as Administrative Agent

By: Plexus Fund IV GP I, LLC,  
its General Partner

By: \_\_\_\_\_  
Name:  
Title: Manager

Very truly yours,

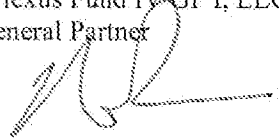
**SUCCESSED, LLC,**  
a Delaware limited liability company, as Grantor

By: \_\_\_\_\_  
Name: Keith Driscoll  
Title: Vice President

Accepted and Agreed:

**PLEXUS FUND IV-A, L.P.,**  
as Administrative Agent

By: Plexus Fund IV-GP I, LLC,  
its General Partner

By:  \_\_\_\_\_  
Name: Michael Becker  
Title: Manager

Schedule 1

SuccessEd, LLC  
(Delaware Limited Liability Company)

U.S. Trademarks

Trademark Registrations

Mark	Serial No.	Reg. No.	Reg. Date
SUCCEEDED and Design	85791317	4368370	07/16/13
SUCCEEDED	85791305	4368367	07/16/13