

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM560382

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	SECURITY INTEREST
RESUBMIT DOCUMENT ID:	900519385

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ESS NORTHEAST, LLC		10/15/2019	Limited Liability Company: DELAWARE
ESS MIDWEST, INC.		10/15/2019	Corporation: DELAWARE
ESS SOUTHEAST, LLC		10/15/2019	Limited Liability Company: DELAWARE
REVOLVING ENRICHMENT, LLC (D/B/A ENRICHED SCHOOLS)		10/15/2019	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. BANK NATIONAL ASSOCIATION
Street Address:	214 NORTH TRYON STREET, 27TH FLOOR
City:	CHARLOTTE
State/Country:	NORTH CAROLINA
Postal Code:	28202
Entity Type:	NATIONAL ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2976496	SOURCE 4 TEACHERS EDUCATIONAL STAFFING S
Registration Number:	4912282	PCMI
Registration Number:	4751859	WILLSUB
Registration Number:	4613615	WILLSUB
Registration Number:	5358977	ESS EVERY DAY COUNTS. EDUCATION SOLUTION
Registration Number:	5529200	ESS EVERY DAY COUNTS.

CORRESPONDENCE DATA

Fax Number: 6508385109

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.

Phone: 650-838-3743

Email: jlik@shearman.com

Correspondent Name: SOPHIE ZANDER

TRADEMARK

Address Line 1: 599 Lexington Avenue
Address Line 2: Shearman & Sterling LLP
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 41657/8

NAME OF SUBMITTER: SOPHIE ZANDER

SIGNATURE: /SOPHIE ZANDER/


DATE SIGNED: 02/04/2020


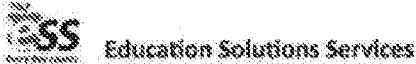

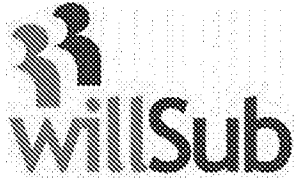
Total Attachments: 5

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ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

Pursuant to and subject to the terms of under that certain Security Agreement, dated as of October 15, 2019 (as the same may from time to time be amended, restated, supplemented or otherwise modified, the “**Security Agreement**”, unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement)), by S4T HOLDINGS, LLC, a Delaware limited liability company (together with its successors and permitted assigns, “**Holdings**”) as a guarantor, the other guarantors listed in the signature pages thereto (together with Holdings, the “**Guarantors**”), S4T HOLDINGS CORP., a Delaware corporation (together with its successors and permitted assigns, “**S4T**”), SOURCE 4 SOLUTIONS LLC, a Delaware limited liability company (together with its successors and permitted assigns, “**S4S**”), ESS NORTHEAST, LLC, a Delaware limited liability company (“**ESS Northeast**”), ESS SUPPORT SERVICES, LLC, a Delaware limited liability company (“**ESS Support Services**”), CUSTODIAL SUPPORT SERVICES, LLC, a Delaware limited liability company (“**CSS**”), and any other direct and indirect subsidiaries of Holdings from time to time hereafter made parties thereto in favor of U.S. Bank National Association, in its capacity as administrative agent (in such capacity, together with its successors and assigns, the “**Administrative Agent**”) for the Secured Parties, each entity listed on the signature pages hereto, as assignor (each, an “**Assignor**”) hereby grants and assigns to the Administrative Agent, whose address is 214 North Tryon Street, 27th Floor, Charlotte, NC 28202-1078 CN-NC-H27Q, as assignee, a continuing security interest in and a continuing lien upon, each Assignor’s respective right, title and interest in, to and under all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by each Assignor, together with the goodwill associated therewith (the “**Goodwill**”), including, without limitation, all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all extensions and renewals thereof (provided, however, that the pledge and security interest created hereunder shall specifically exclude “intent-to-use” trademarks at all time prior to the first use thereof, whether by the actual use in commerce, the filing of a statement of use with the U.S. Patent and Trademark Office or otherwise) and the below listed registrations and applications for registration:

<u>Country</u>	<u>Mark</u>	<u>Registration No.</u>	<u>Owner(s)</u>	<u>Registration Date</u>
US	 <p>SOURCE 4 TEACHERS Educational Staffing Solutions</p> <p>SOURCE 4 TEACHERS EDUCATIONAL STAFFING SOLUTIONS and Design</p>	2976496	S4TEACHERS LLC d/b/a Source4Teachers (n/k/a ESS Northeast, LLC)	Registered - July 26, 2005 Renewed - May 23, 2015
US (AZ)	SOURCE4TEACHERS	616537	S4Teachers LLC (n/k/a ESS Northeast, LLC)	February 17, 2015
US	PCMI	4912282	West Educational Leasing, Inc. (n/k/a ESS Midwest, Inc.)	March 8, 2016

<u>Country</u>	<u>Mark</u>	<u>Registration No.</u>	<u>Owner(s)</u>	<u>Registration Date</u>
US	WILLSUB	4751859	West Educational Leasing, Inc. (n/k/a ESS Midwest, Inc.)	June 9, 2015
US	 WILLSub WILLSUB and Design	4613615	West Educational Leasing, Inc. (n/k/a ESS Midwest, Inc.)	September 30, 2014
US	 ESS EVERY DAY COUNTS. EDUCATION SOLUTIONS SERVICES and Design	5358977	Education Solutions Services, LLC (n/k/a ESS Southeast, LLC)	December 19, 2017
US	 ESS EVERY DAY COUNTS. and Design.	5529200	Education Solutions Services, LLC (n/k/a ESS Southeast, LLC)	July 31, 2018
Canada	 WILLSub WILLSUB and Design	985346	West Educational Leasing, Inc. (n/k/a ESS Midwest, Inc.)	November 21, 2017
US (LA)	ENRICHED	639083	Revolving Enrichment, LLC (d/b/a Enriched Schools)	August 17, 2017
US (LA)	ENRICHED SCHOOLS	639084	Revolving Enrichment, LLC (d/b/a Enriched Schools)	August 17, 2017

Registrations

The Administrative Agent's security interest in the trademarks, service marks, registrations, applications for registration and Goodwill can be terminated only in accordance with the terms of the Security Agreement. This Agreement shall be governed by, and construed in accordance with the laws of the State of New York. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

ASSIGNORS:

ESS MIDWEST, INC.

By: 
Name: John DeVall
Title: Chief Financial Officer

ESS NORTHEAST, LLC

By: 
Name: John DeVall
Title: Chief Financial Officer

ESS SOUTHEAST, LLC

By: 
Name: John DeVall
Title: Chief Financial Officer

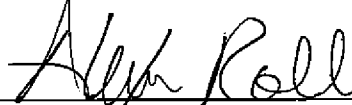
REVOLVING ENRICHMENT, LLC D/B/A
ENRICHED SCHOOLS

By: 
Name: John DeVall
Title: Chief Financial Officer

[Signature Page to IP Security Agreement (Trademarks)]

ADMINISTRATIVE AGENT:

U.S. BANK NATIONAL ASSOCIATION

By: 

Name: Alexandra Robb

Title: Assistant Vice President

[Signature Page to IP Security Agreement (Trademarks)]