

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM569704

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
KEYPATH EDUCATION HOLDINGS, LLC		03/30/2020	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	HORIZON TECHNOLOGY FINANCE CORPORATION		
Street Address:	312 Farmington Avenue		
City:	Farmington		
State/Country:	CONNECTICUT		
Postal Code:	06032		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4437232	SEELIO	
Registration Number:	5018879	KEYPATH	
Registration Number:	5018880	KEYPATH EDUCATION	
Registration Number:	5033071	KEYPATH EDUCATION	
Registration Number:	5014430	KEYPATH EDUCATION	
CORRESPONDENCE DATA			
Fax Number:	8606768655		
<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:	8602849878		
Email:	lucia@horizontechfinance.com		
Correspondent Name:	Horizon Technology Finance		
Address Line 1:	312 Farmington Avenue		
Address Line 2:	Attn: Legal Dept.		
Address Line 4:	Farmington, CONNECTICUT 06032		
NAME OF SUBMITTER:	Eric S. Darmofal		
SIGNATURE:	/s/Eric S. Darmofal		
DATE SIGNED:	03/31/2020		
Total Attachments: 3			

OP \$140.00 4437232

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GRANT OF SECURITY INTEREST
TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of March 30, 2020, is executed by KEYPATH EDUCATION HOLDINGS, LLC, a Delaware limited liability company with an address of 1933 N. Meacham Road, Suite 400, Schaumburg, Illinois 60173 ("Debtor"), in favor of HORIZON TECHNOLOGY FINANCE CORPORATION, a Delaware corporation with an address of 312 Farmington Avenue, Farmington, Connecticut 06032 ("Secured Party").

A. Pursuant to a certain Venture Loan and Security Agreement, dated as of the date hereof (the "Agreement") by and between Debtor and the Secured Party, the Secured Party has agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein;

B. Debtor owns the registered trademarks, service marks (and applications and registrations therefor), of the United States, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof (collectively, the "Trademarks");

C. Pursuant to the Agreement, Debtor has granted to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with associated goodwill, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Agreement);

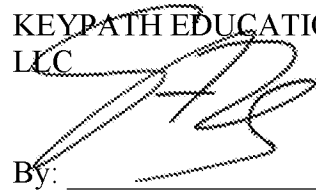
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Remainder of page intentionally blank. Signature page follows.]

IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first written above.

KEYPATH EDUCATION HOLDINGS,
LLC

By:  _____

Name: Steve Fireng

Title: Chief Executive Officer and President

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Registration Number	Registration Date
SEELIO	4437232	11/19/13
KEYPATH (add'l servs)	5018879	8/9/16
KEYPATH EDUCATION (add'l svcs)	5018880	8/9/16
KEYPATH EDUCATION (Blk/Wht Logo)	5033071	8/30/16
KEYPATH EDUCATION (Yellow/Red Logo)	5014430	8/2/16

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

None.