

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM573253

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Trademark Security Agreement Recorded at R/F 6652/0058

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Owl Rock Capital Corporation		04/23/2020	Corporation:

RECEIVING PARTY DATA

Name:	2U, Inc.
Street Address:	7900 Harkins Road
City:	Lanham
State/Country:	MASSACHUSETTS
Postal Code:	20706
Entity Type:	Corporation: DELAWARE
Name:	Critiqueit, Inc.
Street Address:	7900 Harkins Road
City:	Lanham
State/Country:	MASSACHUSETTS
Postal Code:	20206
Entity Type:	Corporation: CALIFORNIA

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Serial Number:	77797959	MY TEACHER HERO
Serial Number:	85759654	2U
Serial Number:	85759707	2U
Serial Number:	85833533	CERTIFICATION MAP
Serial Number:	85833534	TEACHER CERTIFICATION MADE SIMPLE!
Serial Number:	85833535	HOW TO MBA
Serial Number:	86076821	BLT
Serial Number:	86076824	BIDIRECTIONAL LEARNING TOOL
Serial Number:	85874721	SEMESTER ONLINE
Serial Number:	85874698	SEMESTER ONLINE
Serial Number:	85820003	SEMESTER ONLINE
Serial Number:	86162182	NO BACK ROW
Serial Number:	86707880	TEACH.COM

OP \$465.00 77797959

Property Type	Number	Word Mark
Serial Number:	86965700	CERTIFICATION MAP
Serial Number:	86927133	CERTIFICATIONMAP.COM
Serial Number:	87189086	2U
Serial Number:	87406827	CENTRAL PARK
Serial Number:	87210762	CRITIQUE IT

CORRESPONDENCE DATA

Fax Number: 3129939767

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: 312.876.7700

Email: thomas.buettner@lw.com

Correspondent Name: Thomas J. Buettner

Address Line 1: Latham & Watkins LLP

Address Line 2: 330 North Wabash Avenue, Suite 2800

Address Line 4: Chicago, ILLINOIS 60611

ATTORNEY DOCKET NUMBER:	061689-0019
NAME OF SUBMITTER:	Thomas J. Buettner
SIGNATURE:	/tjb/
DATE SIGNED:	04/23/2020

Total Attachments: 3

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RELEASE OF TRADEMARK SECURITY AGREEMENT

THIS RELEASE OF TRADEMARK SECURITY AGREEMENT, dated as of April 23, 2020 (this “**Release**”), is made by OWL ROCK CAPITAL CORPORATION, a Delaware corporation, as Collateral Agent for the Secured Parties (in such capacity and together with its successors and permitted assigns, the “**Collateral Agent**”) under that certain Trademark Security Agreement, dated as of May 22, 2019 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Trademark Security Agreement**”) by 2U, INC., a Delaware corporation (“**2U**”) and CRITIQUEIT, INC., a California corporation (“**CRITIQUEIT**”, and together with 2U, collectively, the “**Pledgors**”), each with an address of 7900 Harkins Road, Lanham, MD 20706, in favor of the Collateral Agent. Unless otherwise defined herein, terms defined in the Trademark Security Agreement and used herein have the meaning given to them in the Trademark Security Agreement.

WHEREAS, pursuant to the Trademark Security Agreement which was recorded in the records of the United States Patent and Trademark Office on May 23, 2019 at reel 6652, frame 0058, the Pledgors granted to the Collateral Agent a Lien on and security interest in all of the Pledgors’ right, title and interest in or to any and all of the Trademark Collateral (as defined therein), including such Trademark Collateral set forth on the attached Schedule A; and

WHEREAS, the Pledgors have requested and the Collateral Agent has agreed to provide a document suitable for recording in the United States Patent and Trademark Office evidencing and effecting the release, relinquishment and discharge of its Lien on and security interest in the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent does hereby, in each case, absolutely, unconditionally, irrevocably and forever: (a) terminate the Trademark Security Agreement, (b) release, discharge, cancel and terminate the Liens and security interest created under the Trademark Security Agreement in the Trademark Collateral, (c) release, discharge, cancel and terminate its security interest in the Trademark Collateral, and (d) release and discharge any and all rights, title and interest it has in and the security interest granted to the Collateral Agent in the Trademark Collateral, including any and all goodwill relating to the same. The Collateral Agent, on behalf of itself and the Secured Parties, authorizes and requests that the Commissioner of Trademarks and any other applicable government officer record this Release.

THIS RELEASE SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

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COLLATERAL AGENT:

OWL ROCK CAPITAL CORPORATION

By:  _____

Name: Alexis Maged

Title: Authorized Signatory

SCHEDULE A

Trademark Collateral

TRADEMARK REGISTRATIONS AND APPLICATIONS

United States Trademark Registrations:

Pledgor / Owner	Mark	Application Number
2U, INC. - (101701)	MY TEACHER HERO	77797959
2U, INC. - (101701)	2U	85759654
2U, INC. - (101701)	2U (STYLIZED)	85759707
2U, INC. - (101701)	CERTIFICATION MAP (& Design)	85833533
2U, INC. - (101701)	TEACHER CERTIFICATION MADE SIMPLE!	85833534
2U, INC. - (101701)	HOW TO MBA	85833535
2U, INC. - (101701)	BLT	86076821
2U, INC. - (101701)	BIDIRECTIONAL LEARNING TOOL	86076824
2U, INC.	SEMESTER ONLINE & DESIGN	85874721
2U, INC.	SEMESTER ONLINE & DESIGN	85874698
2U, INC.	SEMESTER ONLINE	85820003
2U, INC. - (101701)	NO BACK ROW	86162182
2U, INC. - (101701)	TEACH.COM	86707880
2U, INC. - (101701)	CERTIFICATION MAP (& design)	86965700
2U, INC. - (101701)	CERTIFICATIONMAP.COM	86927133
2U, INC. - (101701)	2U	87189086

United States Trademark Applications:

Pledgor / Owner	Mark	Application Number
2U, INC. - (101701)	CENTRAL PARK	87406827
CritiqueIt Inc.	CRITIQUE IT	87210762