

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM646749

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|---|--|-----------------------|----------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | RELEASE OF SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| KIAN MEZZANINE PARTNERS I, L.P. | | 05/08/2020 | Limited Partnership: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | TRUELEARN, LLC | | |
| Street Address: | 109 Professional Park Drive, Suite 200 | | |
| City: | Mooresville | | |
| State/Country: | NORTH CAROLINA | | |
| Postal Code: | 28117 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4825263 | TRUELEARN | |
| Registration Number: | 4820952 | COMBANK | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 4154421001 | | |
| <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: | 4154421674 | | |
| Email: | thomas.loran@morganlewis.com | | |
| Correspondent Name: | Thomas V. Loran | | |
| Address Line 1: | One Market, Spear Street Tower | | |
| Address Line 2: | Morgan, Lewis & Bockius LLP | | |
| Address Line 4: | San Francisco, CALIFORNIA 94105 | | |
| NAME OF SUBMITTER: | Thomas V. Loran | | |
| SIGNATURE: | /TVL/ | | |
| DATE SIGNED: | 05/13/2021 | | |
| Total Attachments: 4 | | | |
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**TERMINATION AND RELEASE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF GRANT OF SECURITY INTEREST IN TRADEMARKS**, dated as of May 8, 2020 (“Release”), is made by KIAN MEZZANINE PARTNERS I, L.P., a Delaware limited partnership, as collateral agent for the Lenders (“Collateral Agent”) in favor of TRUELEARN, LLC, a Delaware limited liability company (“Pledgor”), pursuant to that certain Pledge and Security Agreement dated March 2, 2017 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, the “Security Agreement”), among Pledgor Collateral Agent and others party thereto.

WHEREAS, pursuant to the Security Agreement, Pledgor executed and delivered to Collateral Agent the Grant of Security Interest in Trademarks, recorded at the United States Patent and Trademark Office (“USPTO”) on March 13, 2017 at Reel 6008 Frame 0226 (“Notice”), Pledgor granted to Collateral Agent a continuing security interest in all of Company’s right, title, and interest in and to Pledgor’s trademarks including those listed on Schedule A attached hereto (the “Trademarks”).

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent and Pledgor agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement.

SECTION 2. Termination and Release. Agent, on behalf of the Lenders, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the continuing security interest in, Pledgor’s right, title, and interest in and to the Trademarks and use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks granted pursuant to the Security Agreement or Notice; and


(b) authorizes the recordation of this Release with the USPTO at Company’s expense.

IN WITNESS WHEREOF, Collateral Agent, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Agent:

KIAN MEZZANINE PARTNERS I, L.P., as collateral agent

By: Kian Mezzanine Partners I GP, LLC, its General
Partner

By: 
Name: Kevin R. McCarthy
Title: Manager

[Signature Page to Termination and Release of Security Interest in Trademarks]

TRADEMARK
REEL: 007292 FRAME: 0110

IN WITNESS WHEREOF, Collateral Agent, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Agent:

KIAN MEZZANINE PARTNERS I, L.P., as collateral agent

By: Kian Mezzanine Partners I GP, LLC, its General Partner

By: _____

Name: Kevin R. McCarthy

Title: Manager

Acknowledged and Agreed
as of the date first written above:

TRUELEARN, LLC

DocuSigned by:
Josh Courtney
1DD375BEC22C415...

By: _____

Name: Joshua Courtney, D.O.

Title: President

SCHEDULE A

| Mark | Reg. No. | Reg. Date | Serial No. | Filing Date | Goods/Services |
|-----------------|-----------------|------------------|-------------------|--------------------|--|
| TRUUEARN | 4,825,263 | 10/6/2015 | 86/390,951 | 9/10/2014 | IC 041, US 100 101 107. G & S: Education services, namely, providing online test preparation in the form of online classes, online tutorials and explanations, online non-downloadable videos, online non-downloadable practice tests, online question banks, online performance assessment tools in the nature of statistical analysis of test results, behaviors exhibited during online testing, and of other data pertaining to the test taker, online study planning and tracking materials, namely, non-downloadable calendars and progress updates, and online study recommendations in the nature of suggested practice tests, suggested educational topics for further study, and links or references to online and offline materials of others in the field of professional licensing and medical education for medical students, medical residents, medical professionals, and allied medical professions. |
| COMBANK | 4,820,952 | 9/29/2015 | 86/390,906 | 9/10/2014 | IC 041, US 100 101 107. G & S: Education services, namely, providing online test preparation in the form of online classes, online tutorials and explanations, online non-downloadable videos, online non-downloadable practice tests, online question banks, online performance assessment tools in the nature of statistical analysis of test results, behaviors exhibited during online testing, and of other data pertaining to the test taker, online study planning and tracking materials, namely, non-downloadable calendars and progress updates, and online study recommendations in the nature of suggested practice tests, suggested educational topics for further study, and links or references to online and offline materials of others in the field of professional licensing and medical education for osteopathic medical students and osteopathic medical professionals. |

TRADEMARK

REEL: 007292 FRAME: 0112

RECORDED: 05/13/2021