

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM677843

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Shorelight, LLC		09/29/2021	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Canadian Imperial Bank of Commerce		
Street Address:	199 Bay Street, 4th Floor		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5L 1A2		
Entity Type:	Chartered Bank: CANADA		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	4939941	SHORELIGHT EDUCATION	
Registration Number:	5382713	ACADEMIC ACCELERATOR PROGRAM	
Registration Number:	5356842	MASTER'S ACCELERATOR PROGRAM	
Registration Number:	4901453	THE SHORELIGHT WAY	
Registration Number:	5352336	UNDERGRADUATE ACCELERATOR	
Registration Number:	4901984	LIVE LEARN GROW	
Registration Number:	6206756		
Registration Number:	6206755	SHORELIGHT	
Registration Number:	4939942		
Registration Number:	6002826	SHORELIGHT GLOBAL REACH	
CORRESPONDENCE DATA			
Fax Number:	4156932222		
<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:	4156932000		
Email:	crhem@cooley.com		
Correspondent Name:	Cooley LLP		
Address Line 1:	3 Embarcadero Center, 20th Floor		
Address Line 4:	San Francisco, CALIFORNIA 94111		

CH \$265.00 4939941

ATTORNEY DOCKET NUMBER:	313569-199
NAME OF SUBMITTER:	C. Rhem
SIGNATURE:	/CR/
DATE SIGNED:	09/29/2021
Total Attachments: 6 source=Shorelight - IPSA#page1.tif source=Shorelight - IPSA#page2.tif source=Shorelight - IPSA#page3.tif source=Shorelight - IPSA#page4.tif source=Shorelight - IPSA#page5.tif source=Shorelight - IPSA#page6.tif	

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, restated, supplemented or otherwise modified from time to time, this “**Agreement**”) is entered into as of September 29, 2021, between CANADIAN IMPERIAL BANK OF COMMERCE (“**Bank**”) and each of the undersigned grantors (collectively, “**Grantors**”, and each, a “**Grantor**”).

RECITALS

A. Bank and Grantors are entering into a Loan and Security Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the “**Loan Agreement**”). Defined terms used herein without definition shall have the meanings set forth in the Loan Agreement.

B. The Obligations are secured by the Collateral, as defined in the Loan Agreement, including without limitation, all of each Grantor’s Intellectual Property.

C. Grantors’ execution and delivery of this Agreement is a condition to the effectiveness of the Loan Agreement.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, each Grantor and Bank hereby agree:

1. To secure the Obligations, each Grantor grants Bank a security interest in all of Grantor’s right, title and interest in its Intellectual Property. Each Grantor hereby confirms that the attached schedules of such Grantor’s copyright, patent and trademark applications and registrations, which are registered or filed with the United States Patent and Trademark Office or the United States Copyright Office, as applicable, attached hereto as Exhibits A, B and C hereto, respectively, are complete and accurate as of the date hereof.

2. Each Grantor hereby authorizes Bank to (a) modify this Agreement unilaterally by amending the exhibits to this Agreement to include any Intellectual Property which such Grantor obtains subsequent to the date of this Agreement, and (b) file a duplicate of this Agreement containing amended exhibits reflecting such new Intellectual Property with the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

3. This Agreement is a Loan Document. This Agreement may be executed in any number of counterparts and by different parties on separate counterparts, each of which, when executed and delivered, is an original, and all taken together, constitute one Agreement. Delivery of an executed counterpart of a signature page of this Agreement by electronic means shall be effective as delivery of an original executed counterpart of this Agreement. The words “execution,” “signed,” “signature” and words of like import in this Agreement shall be deemed to include electronic signatures or the keeping of records in electronic form, each of which shall be of the same legal effect, validity and enforceability as a manually executed signature or the use of a paper-based recordkeeping systems, as the case may be, to the extent and as provided for in any applicable law, including, without limitation, any state law based on the Uniform Electronic Transactions Act.

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[SIGNATURE PAGE TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]

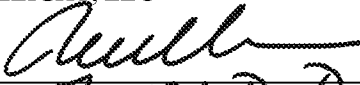
IN WITNESS WHEREOF, the undersigned have duly executed this Intellectual Property Security Agreement as of the first date written above.

Address of Grantors:

Shorelight, LLC
2 Seaport Lane, Suite 500
Boston, MA 02210
Attention: Johan de Muinck Keizer; Lynnet Conley

GRANTORS:

SHORELIGHT, LLC

By: 
Name: Thomas D. Dreyfus
Title: Chief EXEC OFFICER

Address of Bank:

Canadian Imperial Bank of Commerce
199 Bay Street, 4th Floor
Toronto, Ontario
M5L 1A2
Attention: Andrew Schwartz

BANK:

CANADIAN IMPERIAL BANK OF COMMERCE

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

[SIGNATURE PAGE TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]

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Attention: Johan de Muinck Keizer; Lynnet Conley

GRANTORS:

SHORELIGHT, LLC


By: _____
Name: _____
Title: _____

Address of Bank:

Canadian Imperial Bank of Commerce
199 Bay Street, 4th Floor
Toronto, Ontario
M5L 1A2
Attention: Andrew Schwartz

BANK:

CANADIAN IMPERIAL BANK OF COMMERCE

By: 
Name: Imran Premji
Title: Authorized Signatory
CIBC Innovation Banking


By: 
Name: Aiya Malikova
Title: Authorized Signatory
CIBC Innovation Banking

EXHIBIT A
COPYRIGHTS

None.

EXHIBIT B

PATENTS

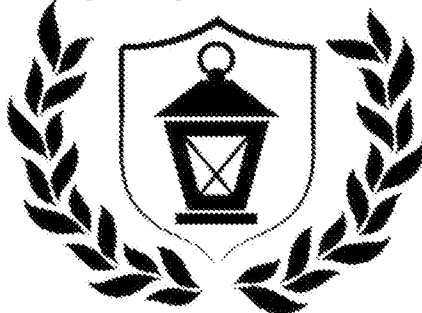
None.

EXHIBIT C
TRADEMARKS

GRANTOR	DESCRIPTION	REGISTRATION / SERIAL NUMBER	REGISTRATION / APPLCIATION DATE
Shorelight, LLC	SHORELIGHT EDUCATION®	4,939,941	April 19, 2016
Shorelight, LLC	ACADEMIC ACCELERATOR PROGRAM®	5,382,713	Jan 16, 2018
Shorelight, LLC	MASTERS ACCELERATOR PROGRAM®	5,356,842	Dec 12, 2017
Shorelight, LLC	THE SHORELIGHT WAY®	4,901,453	Feb 16, 2016
Shorelight, LLC	UNDERGRADUATE ACCELERATOR®	5,352,336	Dec 5, 2017
Shorelight, LLC	LIVE LEARN GROW®	4,901,984	Feb 16, 2016
Shorelight, LLC	(Lantern Design)	6206756	Nov 24 2020



Shorelight, LLC	SHORELIGHT	6206755	Nov 24, 2020
Shorelight, LLC	(Shorelight Design)	4939942	Apr 19, 2016



Shorelight, LLC	SHORELIGHT GLOBAL REACH®	6002826	March 3, 2020
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