

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM784916

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Curricula Group, Inc.		02/03/2023	Corporation: 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:	National Banking Association: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5645738	CURRICULA	
CORRESPONDENCE DATA			
Fax Number:			
<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:	2023704750		
Email:	ipteam@cogencyglobal.com		
Correspondent Name:	Joanna McCall		
Address Line 1:	1025 Connecticut Ave NW, Suite 712		
Address Line 2:	Cogency Global Inc.		
Address Line 4:	Washington, D.C. 20036		
ATTORNEY DOCKET NUMBER:	1905780		
NAME OF SUBMITTER:	Dawn McIntire		
SIGNATURE:	/Dawn McIntire/		
DATE SIGNED:	02/06/2023		
Total Attachments: 6			
source=CIBC_Huntress Labs_ IP Security Agreement (2.2023)(Curricula)#page1.tif			
source=CIBC_Huntress Labs_ IP Security Agreement (2.2023)(Curricula)#page2.tif			
source=CIBC_Huntress Labs_ IP Security Agreement (2.2023)(Curricula)#page3.tif			
source=CIBC_Huntress Labs_ IP Security Agreement (2.2023)(Curricula)#page4.tif			

OP \$40.00 5645738

source=CIBC_Huntress Labs_ IP Security Agreement (2.2023)(Curricula)#page5.tif

source=CIBC_Huntress Labs_ IP Security Agreement (2.2023)(Curricula)#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 February 3, 2023, between CANADIAN IMPERIAL BANK OF COMMERCE (“**Bank**”) and CURRICULA GROUP, INC., a Delaware corporation (“**Grantor**”).

RECITALS

A. Bank, HUNTRESS LABS INCORPORATED, a Delaware corporation (“**Original Grantor**”), and the other parties thereto from time to time entered into a Loan and Security Agreement, dated as June 29, 2022 (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 Grantor’s Intellectual Property.

C. Grantor’s 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, Grantor and Bank hereby agree:

1. To secure the Obligations, Grantor grants Bank a security interest in all of Grantor’s right, title and interest in its Intellectual Property. Grantor hereby confirms that the attached schedules of 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. Grantor hereby authorizes Bank to (a) modify this Agreement unilaterally by amending the exhibits to this Agreement solely to include any Intellectual Property registrations or applications for registrations which 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 and shall be governed by, and construed in accordance with, the laws of the State of New York without regard to principles of conflicts of law. 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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

[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 Grantor:

Curricula Group, Inc.
C/O Huntress Labs Incorporated
6021 University Boulevard
Suite 450
Ellicott City, MD 21043

GRANTOR:

CURRICULA GROUP, INC.

DocuSigned by:
By: Marcos Torres
Name: Marcos Torres
Title: Treasurer

Address of Bank:

Canadian Imperial Bank of Commerce
199 Bay Street, 4th Floor
Toronto, ON M5L 1A2
Attention: Imran Premji
Email: Imran.Premji@cibc.com

BANK:

CANADIAN IMPERIAL BANK OF COMMERCE

By: _____
Name: Diego Recinos
Title: Assistant General Manager

By: _____
Name: Paul Gibson
Title: Assistant General Manager

[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 Grantor:

Curricula Group, Inc.
C/O Huntress Labs Incorporated
6021 University Boulevard
Suite 450
Ellicott City, MD 21043

GRANTOR:

CURRICULA GROUP, INC.

By: _____
Name: _____
Title: _____

Address of Bank:

Canadian Imperial Bank of Commerce
199 Bay Street, 4th Floor
Toronto, ON M5L 1A2
Attention: Imran Premji
Email: Imran.Premji@cibc.com

BANK:

CANADIAN IMPERIAL BANK OF COMMERCE

By:  _____
Name: Diego Recinos
Title: Assistant General Manager

By:  _____
Name: Paul Gibson
Title: Assistant General Manager

EXHIBIT A
COPYRIGHTS

Copyrights / Copyright Application	Copyright No. / Application No.	Issue Date / Application Date
N/A		

EXHIBIT B

PATENTS

Description	Patent/Application No.	Issue/Application Date
N/A		

EXHIBIT C
TRADEMARKS

Description	Registration/Serial No.	Registration/Application Date
Curricula	5645738	06/8/2018