

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM794777

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Zovio Inc		08/01/2020	Corporation: DELAWARE
Ashford University, LLC		08/01/2020	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	The University of Arizona Global Campus		
Street Address:	180 South Arizona Avenue		
Internal Address:	Suite 301		
City:	Chandler		
State/Country:	ARIZONA		
Postal Code:	85225		
Entity Type:	Non-Profit Corporation: ARIZONA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3230906	ASHFORD	
Registration Number:	4289861		
Registration Number:	3220625	ASHFORD UNIVERSITY	
CORRESPONDENCE DATA			
Fax Number:	7145135130		
<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:	714-513-5100		
Email:	ipdocketingtm@sheppardmullin.com		
Correspondent Name:	Sheppard Mullin Richter & Hampton LLP		
Address Line 1:	650 Town Center Drive, 10th Floor		
Address Line 4:	Costa Mesa, CALIFORNIA 92626		
NAME OF SUBMITTER:	Gazal Pour-Moezzi		
SIGNATURE:	/Gazal Pour-Moezzi/		
DATE SIGNED:	03/15/2023		
Total Attachments: 9			
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ASSET PURCHASE AND SALE AGREEMENT

THIS ASSET PURCHASE AND SALE AGREEMENT (together with the Exhibits and Schedules hereto, this “**Agreement**”), dated August 1, 2020 (the “**Effective Date**”), is made by and among Zovio Inc, a Delaware corporation (“**Seller Parent**”) and Ashford University, LLC, a California limited liability company (“**Seller**”, and together with Seller Parent, the “**Seller Parties**”), on one hand, and the Arizona Board of Regents, a body corporate, for and on behalf of The University of Arizona (“**DigiCat**”) and The University of Arizona Global Campus, an Arizona non-profit corporation (“**Buyer**”, and together with DigiCat, the “**Buyer Parties**”), on the other hand. “**Party**” refers, as the context provides, to any of Seller Parent, Seller, DigiCat, or Buyer; and “**Parties**” refers to Seller Parent, Seller, DigiCat, and Buyer collectively. Capitalized terms not otherwise defined in this Agreement have the meanings set forth on Exhibit A.

RECITALS

A. Seller owns and operates the WSCUC-accredited, Title IV-participating, post-secondary institution known as “Ashford University” (the “**University**”), which as of the Effective Date offers entirely online college associate, bachelor’s, master’s and doctoral degrees in a variety of programs.

B. DigiCat is an institution of higher education established pursuant to the laws of the State of Arizona, and is engaged in comprehensive academic and research programs.

C. Buyer has been formed by and is operated in affiliation with DigiCat.

D. Seller desires to sell and assign to Buyer, and Buyer desires to purchase and accept from Seller, at the Closing the Institutional Assets for the purpose of continuing to operate the University under the ownership of Buyer to deliver a broad range of educational offerings in support of the efforts of DigiCat and Buyer to: (i) expand access to higher education for adult learners and other nontraditional students, (ii) enhance and accelerate online and hybrid online/ground higher education offerings aimed at workforce and economic development goals within and for the State of Arizona, and (iii) extend those same offerings to a national and international student audience consistent with DigiCat’s missions of learning, discovery and engagement.

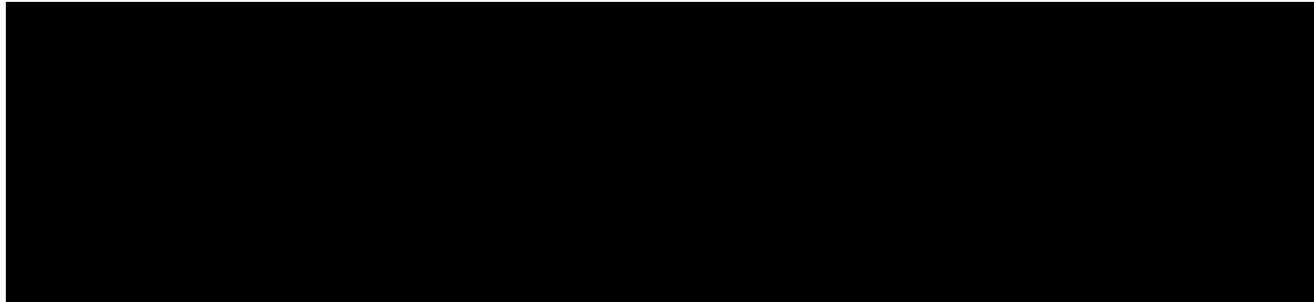
E. Seller Parent, as sole member of Seller, will support the continued operations of the University by Buyer under the Strategic Services Agreement (the “**Strategic Services Agreement**”) and the Transition Services Agreement substantially in the forms attached hereto as Exhibit B-1 and Exhibit B-2, respectively (collectively, the “**Services Agreements**”).

AGREEMENT

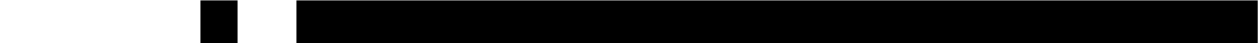
NOW, THEREFORE, in consideration of the foregoing, and the mutual covenants and agreements herein set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. **Purchase and Sale of Institutional Assets; Assumption of Certain Liabilities.**

1.1 **Purchase and Sale of Institutional Assets.** Subject to the terms and conditions set forth in this Agreement, at the Closing, Seller shall sell, transfer, assign, convey and deliver, or cause to be sold, transferred, assigned, conveyed and delivered, to Buyer, and Buyer shall accept and acquire from Seller, free and clear of any Encumbrances other than the Permitted Encumbrances, all of Seller's rights, title and interest in, to and under all of the assets, properties and rights of every kind and nature, whether real, personal or mixed, tangible or intangible (including goodwill), wherever located and whether now existing or acquired after the Effective Date and prior to the Closing Date (other than the Excluded Assets), that relate to, or are used or held for use in connection with the operations of, the University (collectively, the "**Institutional Assets**"), including without limitation the following:



(d) all Intellectual Property Assets;



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

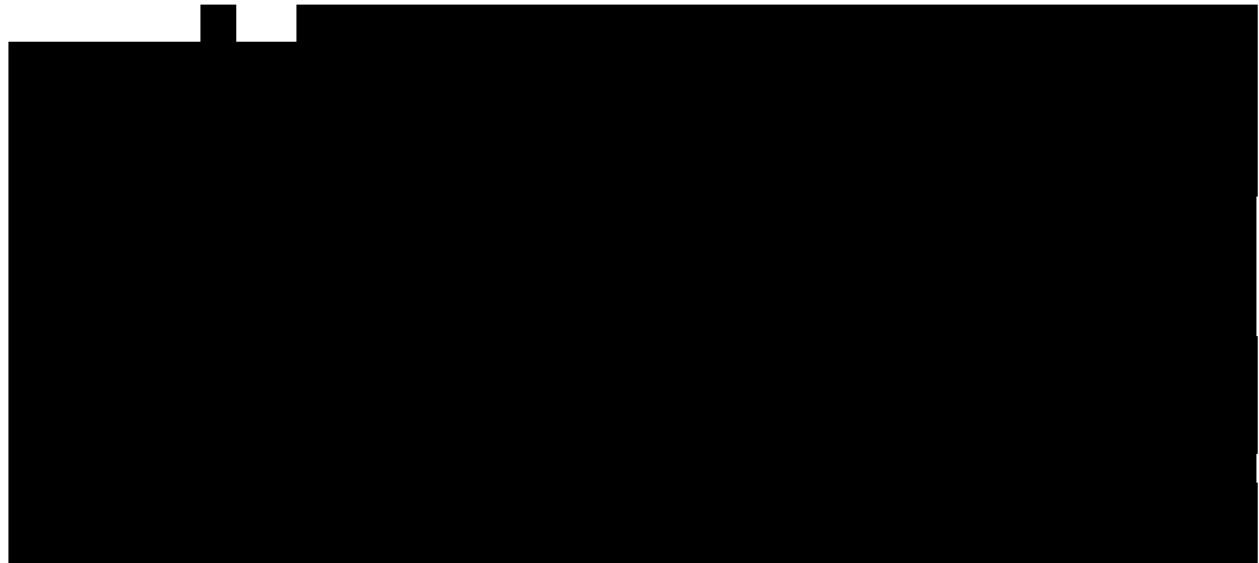
[REDACTED]

[REDACTED]

3.9 Intellectual Property.

(a) Section 3.9(a) of the Disclosure Schedule contains a correct, current and complete list of: (i) all Intellectual Property Registrations, specifying as to each, as applicable: the title, mark, or design; the jurisdiction by or in which it has been issued, registered or filed; the

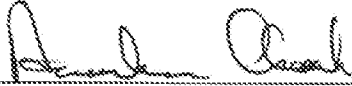
patent, registration or application serial number; the issue, registration or filing date; and the current status; and (ii) all material unregistered Trademarks included in the Intellectual Property Assets. The registered Trademarks included in the Intellectual Property Registrations are subsisting and in full force and effect and, to Seller's Knowledge, are not subject to infringement by any third-party and have not been held to be invalid in any Action.



IN WITNESS WHEREOF, the Parties hereto have executed this Agreement as of the Effective Date.


"SELLER PARTIES"

ZOVIO INC

By: 
Name: Andrew S. Clark
Title: Founder, President and CEO

ASHFORD UNIVERSITY, LLC

By: Zovio Inc, as sole member

By: 
Name: Andrew S. Clark
Title: Founder, President and CEO

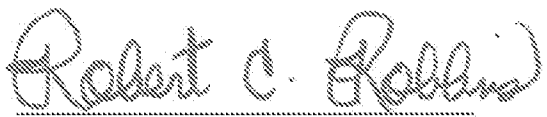
[Signature Page to Asset Purchase and Sale Agreement]

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement as of the Effective Date.

"BUYER PARTIES"

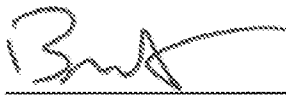
"DIGICAT"

ARIZONA BOARD OF REGENTS, for
and on behalf of THE UNIVERSITY OF
ARIZONA

By: 
Name: Robert C. Robbins
Title: President

"BUYER"

THE UNIVERSITY OF ARIZONA
GLOBAL CAMPUS

By: 
Name: Brent White
Title: President

[Signature Page to Asset Purchase and Sale Agreement]

TRADEMARK
REEL: 008004 FRAME: 0438

SELLER DISCLOSURE SCHEDULE

This disclosure schedule (the "Seller Disclosure Schedule") has been prepared and is being delivered in accordance with the Asset Purchase and Sale Agreement (the "**Agreement**") dated August 1, 2020 by and among Zovio Inc, a Delaware corporation ("**Seller Parent**") and Ashford University, LLC, a California limited liability company ("**Seller**", and together with Seller Parent, the "**Seller Parties**"), on the one hand, and the Arizona Board of Regents, a body corporate, for and on behalf of The University of Arizona ("**DigiCat**") and The University of Arizona Global Campus, an Arizona non-profit corporation ("**Buyer**", and together with DigiCat, the "**Buyer Parties**"), on the other hand. Capitalized terms used but not otherwise defined herein shall have the meanings assigned to them in the Agreement, unless the context indicates otherwise.

The Seller Disclosure Schedule expressly qualifies the Agreement and the representations and warranties of the Seller Parties set forth therein in accordance with the terms and conditions below. Neither Seller Party makes any representations or warranties whatsoever in connection with the transactions contemplated hereby except as set forth in the Agreement. The Seller Disclosure Schedule should be read in its entirety.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Section 3.9
Intellectual Property

(a)

(i) *See attached.*

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[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

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SMRH MATTER NUMBER	TRADEMARK	COUNTRY	CLASS AND GOODS	STATUS	APPLICATION NUMBER	APPLICATION DATE	PUBLICATION DATE	REGISTRATION DATE	REGISTRATION NUMBER	NEXT RENEWAL DATE
05RA-166542-CN	ASHFORD	China	041-Educational services; college and college degree education services; secondary and higher education services; continuing educational services; adult educational services; adult training.	Registered	10021644	09/29/2011	08/27/2012	11/28/2012	10021644	11/27/2022
05RA-116802-US	ASHFORD	United States of America	041-Class 41 Educational services, namely providing courses of instruction at the post-secondary and graduate levels; and continuing education courses and adult training services in the fields of psychology and organizational management.	Registered	78552181	01/22/2005	07/04/2006	04/17/2007	3230906	04/17/2027
05RA-164887-US	Ashford Shield Design	United States of America	041-Educational services, namely, developing and providing live classroom courses of instruction, and online and other distance learning courses of instruction, at the post-secondary, undergraduate and graduate levels including degree programs.	Registered	85443799	10/10/2011	04/10/2012	02/12/2013	4289861	02/12/2023
05RA-124095-AR	ASHFORD UNIVERSITY	Argentina	041-Class 41 Educational services, college and university degree educational services, post-secondary educational services, continuing education courses	Expired - Appears to have been renewed as Reg. No. 2931751	2662902	04/11/2006	06/07/2006	07/10/2007	2168730	N/A
	ASHFORD UNIVERSITY	Argentina	041-Class 41 Educational services, college and university degree educational services, post-secondary educational services, continuing education courses	Registered	3621036	07/11/2017		03/21/2018	2931751	07/10/2027
05RA-124096-BR	ASHFORD UNIVERSITY	Brazil	041-Class 41 Educational services, college and university degree educational services, post-secondary educational services, continuing education courses	Registered	828288690	04/13/2006	05/16/2006	03/22/2011	828288690	03/22/2021
05RA-118189-CA	ASHFORD UNIVERSITY	Canada	063-Educational services, namely, providing courses of instruction at the post-secondary and graduate levels; and continuing education courses and adult training services in the fields of psychology and organization management.	Registered	1261647	06/17/2005	09/05/2007	05/06/2008	TMA713749	05/06/2023
05RA-124097-CL	ASHFORD UNIVERSITY	Chile	041-Class 41 Educational services, college and university degree educational services, post-secondary educational services, continuing education courses	Expired - Appears to have been renewed as Reg. No. 1244776	737167	07/20/2006	09/01/2006	01/18/2007	777902	N/A
	ASHFORD UNIVERSITY	Chile	041-Class 41 Educational services, college and university degree educational services, post-secondary educational services, continuing education courses	Registered	1238812	01/18/2017		04/28/2017	1244776	01/18/2027
05RA-126314-CN2	ASHFORD UNIVERSITY	China	041-Educational services; College and college degree educational services; Secondary and higher educational services; Continuing educational service; Adult educational services; Adult training	Registered	9678823	07/05/2011	06/06/2012	09/07/2012	9678823	09/06/2022
05RA-118188-EM	ASHFORD UNIVERSITY	European Union	041-Educational services, college and university degree educational services, post-secondary educational services, continuing education courses, adult education and training services.	Registered	A0001790	06/17/2005	09/11/2006	06/17/2005	859961	IR designating EU due for renewal 06/17/2025
05RA-118190-IN	ASHFORD UNIVERSITY	India	041-Class 41 Post secondary educational services, continuing education courses, adult education and training services	Registered	1365651	06/21/2005	08/01/2006	03/29/2007	1365651 (Cert. No. 629717)	06/21/2025
05RA-118188-WP	ASHFORD UNIVERSITY	International Bureau (WIPO)	041-Class 41 Educational services, college and university degree educational services, post-secondary educational services, continuing education courses, adult education and training services.	Registered	A0001790	06/17/2005		06/17/2005	859961	06/17/2025
05RA-118188-JP	ASHFORD UNIVERSITY	Japan	041-Educational services, college and university degree educational services, post-secondary educational services, continuing education courses, adult education and training services.	Registered	A0001790	06/17/2005	10/26/2006	06/17/2005	859961	IR designating JP due for renewal 06/17/2025
05RA-124098-MY	ASHFORD UNIVERSITY	Malaysia	041-Class 41 Educational services, college and university degree educational services, post-secondary educational services, continuing education courses	Registered	06005867	04/12/2006	04/24/2008	07/24/2008	06005867	04/12/2026
05RA-118267-MX	ASHFORD UNIVERSITY	Mexico	041-Class 41 Educational service, college and university degree educational services, post-secondary educational services, continuing education courses, adult education and training services.	Registered	767452	02/22/2006		11/29/2006	964507	02/22/2026
05RA-124099-PH	ASHFORD UNIVERSITY	Philippines	041-Class 41 Educational services, college and university degree educational services, post-secondary educational services, continuing education courses	Registered	42006003979	04/11/2006	03/02/2007	04/02/2007	42006003979	04/02/2027
05RA-118188-KR	ASHFORD UNIVERSITY	Republic of Korea	041-Educational services, namely, instruction service related to the college and university degree, instruction services related to the post-secondary and graduate levels, instruction services related to continuing education courses and instruction services related to adult training services.	Registered	A0001790	06/17/2005	09/14/2006	06/17/2005	859961	IR designating KR due for renewal 06/17/2025
05RA-118188-RU	ASHFORD UNIVERSITY	Russian Federation	041-Educational services, college and university degree educational services, post-secondary educational services, continuing education courses, adult education and training services.	Registered	A0001790	06/17/2005		06/17/2005	859961	IR designating RU due for renewal 06/17/2025
05RA-118188-SG	ASHFORD UNIVERSITY	Singapore	041-Educational services, college and university degree educational services, post-secondary educational services, continuing education courses, adult education and training services.	Registered	A0001790	06/17/2005		06/17/2005	859961	IR designating SG due for renewal 06/17/2025
05RA-124100-ZA	ASHFORD UNIVERSITY	South Africa	041-Class 41 Educational services, college and university degree educational services, post-secondary educational services, continuing education courses	Registered	200607911	04/07/2006	10/31/2007	12/10/2009	200607911	04/07/2026
05RA-118188-TR	ASHFORD UNIVERSITY	Turkey	041-Educational services, namely, instruction service related to the college and university degree, instruction services related to the post-secondary and graduate levels, instruction services related to continuing education courses and instruction services related to adult training services.	Registered	A0001790	06/17/2005	02/12/2006	06/17/2005	859961	IR designating TR due for renewal 06/17/2025
05RA-116803-US	ASHFORD UNIVERSITY	United States of America	041-Class 41 Educational services, namely, providing courses of instruction at the post-secondary and graduate levels; and continuing education courses and adult training services in the fields of psychology and organizational management.	Registered	78552182	01/22/2005	07/04/2006	03/20/2007	3220625	03/20/2027