

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM832040

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
RESUBMIT DOCUMENT ID:	900777848		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Talentsmart, Inc.		05/15/2023	Corporation:
RECEIVING PARTY DATA			
Name:	Modern Bank, N.A.		
Street Address:	410 Park Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	6892315	MASTERING EQ	
Serial Number:	97526987	TALENTSMARTEQ	
Serial Number:	97526981	TALENTSMARTEQ	
Serial Number:	90767093	BETTER EQ	
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:	203-973-5210		
Email:	shammond@martinllp.net		
Correspondent Name:	Scott Hammond		
Address Line 1:	333 Ludlow Street		
Address Line 2:	South Tower, 2nd Floor		
Address Line 4:	STAMFORD, CONNECTICUT 06902		
NAME OF SUBMITTER:	Eleni Zimoulis		
SIGNATURE:	/s/ Eleni Zimoulis		
DATE SIGNED:	08/15/2023		
Total Attachments: 7			

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that (a) pursuant to the Security Agreement dated as of October 8, 2020 (as amended, modified, extended, restated, amended and restated, replaced, or supplemented from time to time, the "Security Agreement"), by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Modern Bank, N.A., as Administrative Agent (the "Administrative Agent") for the secured parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks, trademark licenses and trademark applications shown on Schedule 1 attached hereto (the "Trademarks") to the Administrative Agent for the ratable benefit of the Secured Parties and (b) the undersigned hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the Trademarks.

The Obligors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the Trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

This Notice of Grant of Security Interest in Trademarks is executed as of May 15, 2023.

Very truly yours,

TALENTSMART, INC.

DocuSigned by:
By: Howard Farfel
Name: Howard Farfel
Title: Chief Executive Officer

Acknowledged and Accepted:

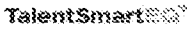
MODERN BANK, N.A.,
as Administrative Agent

By: [Signature]
Name: EVAN LINDSEY
Title: ADMINISTRATIVE SIGNATORY

[Signature Page to Notice of Grant of Security Interest in Trademarks -- MSLP]

**Schedule 1
to Notice of Grant of Security Interest in Trademarks**

Trademarks

<u>Trademark</u>	<u>Registration Number</u>	<u>Serial Number</u>	<u>Date</u>	<u>Country</u>	<u>Credit Party</u>
Mastering EQ	6,892,315	90,753,265	November 8, 2022	USA	TalentSmart, Inc.
TalentSmartEQ (Application) 	N/A	97,526,987	July 29, 2022	USA	TalentSmart, Inc.
TalentSmartEQ (Application)	N/A	97,5269,81	July 29, 2022	USA	TalentSmart, Inc.
Better EQ (Application)	N/A	90767093	June 10, 2021	USA	TalentSmart, Inc.

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TALENTSMART, INC.

By: ^{Digitally signed by:} Howard Farfel
Name: Howard Farfel
Title: Chief Executive Officer

Acknowledged and Accepted:

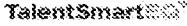
MODERN BANK, N.A.,
as Administrative Agent

By: 
Name: Ewan G. [unclear]
Title: Authorized Signatory

[Signature Page to Notice of Grant of Security Interest in Trademarks -- Revolver]

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