

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM864681

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Learning Internet, Inc.		12/29/2023	Corporation: OREGON
RECEIVING PARTY DATA			
Name:	Canadian Imperial Bank of Commerce, as Administrative Agent and Collateral Agent		
Street Address:	595 Bay Street, 7th Floor		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5G 2C2		
Entity Type:	Bank: CANADA		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	6849931	EASYCODE	
Registration Number:	5653238	CODESTERS CODING IN YOUR CLASSROOM	
Registration Number:	4894692	VIDCODE	
Registration Number:	4870673	VIDCODE	
Registration Number:	3837988	LEARNING.COM	
Registration Number:	4451620	LEARNING.COM	
Registration Number:	3439756	TECHLITERACY ASSESSMENT	
Registration Number:	2644015	EASYTECH	
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:	8004945225		
Email:	ipteam@cogencyglobal.com		
Correspondent Name:	JAY DASILVA		
Address Line 1:	1025 CONNECTICUT AVE., NW, STE. 712		
Address Line 2:	COGENCY GLOBAL INC.		
Address Line 4:	WASHINGTON, D.C. 20036		
ATTORNEY DOCKET NUMBER:	2221346 TM		

OP \$215.00 6849931

NAME OF SUBMITTER:	Andrew Nash
SIGNATURE:	/Andrew Nash/
DATE SIGNED:	12/29/2023
Total Attachments: 4 source=Closing copy - Notice of Grant of Security Interest in U.S. Trademarks - The Learning Internet#page1.tif source=Closing copy - Notice of Grant of Security Interest in U.S. Trademarks - The Learning Internet#page2.tif source=Closing copy - Notice of Grant of Security Interest in U.S. Trademarks - The Learning Internet#page3.tif source=Closing copy - Notice of Grant of Security Interest in U.S. Trademarks - The Learning Internet#page4.tif	

NOTICE OF GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

December 29, 2023

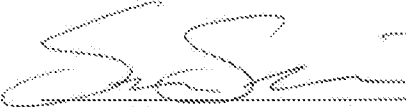
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **THE LEARNING INTERNET, INC.**, an Oregon corporation (the “*Grantor*”), hereby grants to **CANADIAN IMPERIAL BANK OF COMMERCE**, as administrative agent and collateral agent on behalf of the Secured Parties (in such capacity, together with its successors and permitted assigns, in such capacity, “*Grantee*”) pursuant to that certain Guarantee and Collateral Agreement, dated as of December 29, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “*Security Agreement*”; all capitalized terms used herein but not defined herein shall have the respective meanings ascribed to such terms in the Security Agreement), by and among Grantor and Grantee, a continuing security interest in (i) all of Grantor’s right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the “*Marks*”) set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of Grantor. The rights and remedies of Grantee, with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provision of this Grant is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of page left blank intentionally]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

THE LEARNING INTERNET, INC., as Grantor

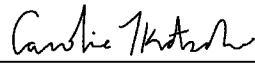
By: 

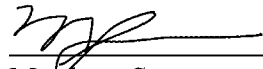
Name: Sean Sullivan

Title: Chief Financial Officer

{Signature Page to Notice of Grant of Security Interest in United States Trademarks}

**CANADIAN IMPERIAL BANK OF
COMMERCE, as Grantee**

By: 
Name: Caroline Tkatschow
Title: Assistant General Manager

By: 
Name: Matthew Spencer
Title: Authorized Signatory

SCHEDULE A
REGISTERED TRADEMARKS

<u>Registration No.</u>	<u>Registration Date</u>	<u>Registered Owner</u>	<u>Mark</u>
6,849,931	9/20/22	THE LEARNING INTERNET, INC.	EASYCODE
5,653,238	1/15/19	THE LEARNING INTERNET, INC.	CODESTERS CODING IN YOUR CLASSROOM & Design
4,894,692	2/2/16	THE LEARNING INTERNET, INC.	VIDCODE & DESIGN
4,870,673	12/15/15	THE LEARNING INTERNET, INC.	VIDCODE
3,837,988	8/24/10	THE LEARNING INTERNET, INC.	LEARNING.COM
4,451,620	12/17/13	THE LEARNING INTERNET, INC.	LEARNING.COM
3,439,756	6/3/08	THE LEARNING INTERNET, INC.	TECHLITERACY ASSESSMENT & DESIGN
2,644,015	10/29/22	THE LEARNING INTERNET, INC.	EASYTECH

Schedule A