

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM616001

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CANADIAN IMPERIAL BANK OF COMMERCE		12/21/2020	Canadian Bank: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	PROCTORU, INC.		
<b>Street Address:</b>	3687 Old Santa Rita		
<b>Internal Address:</b>	Suite 202		
<b>City:</b>	Pleasanton,		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94588		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5712502	PROCTORU	
<b>Registration Number:</b>	5712501	U	
<b>Registration Number:</b>	5712500	PROCTORU	
<b>Registration Number:</b>	4130925		
<b>Serial Number:</b>	88662443	DETER. DETECT. PREVENT.	
<b>Serial Number:</b>	87876861	TAKE IT NOW	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2124464900		
<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>			
<b>Email:</b>	susan.zablocki@kirkland.com		
<b>Correspondent Name:</b>	SUSAN ZABLOCKI		
<b>Address Line 1:</b>	Kirkland & Ellis LLP		
<b>Address Line 2:</b>	601 Lexington Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10022		
<b>ATTORNEY DOCKET NUMBER:</b>	39300-206		
<b>NAME OF SUBMITTER:</b>	Susan Zablocki		
<b>SIGNATURE:</b>	/susan zablocki/		

CH \$165.00 5712502

<b>DATE SIGNED:</b>	12/22/2020
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**Total Attachments: 4**

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- source=02 IP Release - ProctorU (executed)#page2.tif
- source=02 IP Release - ProctorU (executed)#page3.tif
- source=02 IP Release - ProctorU (executed)#page4.tif

## RELEASE OF SECURITY INTEREST IN INTELLECUAL PROPERTY

This Release of Security Interest in Intellectual Property is made as of December 21, 2020, by CANADIAN IMPERIAL BANK OF COMMERCE (“**Bank**”) in favor of PROCTORU, INC., a Delaware corporation (“**Grantor**”) with its principal place of business located at 3687 Old Santa Rita, Suite 202, Pleasanton, CA 94588.

### Recital

WHEREAS, Grantor granted to Bank a security interest in the patents and trademarks described on Exhibits A and B attached hereto (collectively, the “**Intellectual Property**”) under an Intellectual Property Security Agreement dated as of January 9, 2020 (the “**IP Security Agreement**”) and recorded with the U.S. Patent and Trademark Office as set forth on Exhibits A and B.

WHEREAS, Grantor has requested and Bank has agreed to release its security interest in the Intellectual Property and terminate the IP Security Agreement.

### Agreement

Now, therefore, Bank agrees that it terminates and releases its security interest in the Intellectual Property, terminates the IP Security Agreement, and reassigns to Grantor all right, title, and interest of Bank in or to the Intellectual Property.

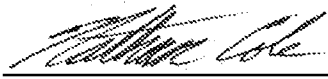
[SIGNATURE PAGE FOLLOWS]

**BANK:**

CANADIAN IMPERIAL BANK OF COMMERCE

By: 

Name: Adam Weiers  
Title: Director, Authorized Signatory  
CIBC Innovation Banking

By: 

Name: Nathan Cole  
Title: Assistant General Manager, Authorized Signatory  
CIBC Innovation Banking

Address of Bank:

199 Bay Street, 4<sup>th</sup> Floor  
Toronto, Ontario  
M5L 1A2, Canada

**Exhibit A - Patents**

<u>OWNER</u>	<u>DESCRIPTION</u>	<u>PATENT / APPLICATION NUMBER</u>	<u>ISSUE / APPLICATION DATE</u>
ProctorU	Identity verification	10,192,043	01/29/19
ProctorU	Online proctoring process for distance-based testing	10,083,619	09/25/18
ProctorU	Online proctoring process for distance-based testing	9,601,024	03/21/17
ProctorU	SYSTEM FOR ONLINE AUTOMATED EXAM PROCTORING	15/891,734	02/08/18

Bank's security interest recorded at the U.S. Patent and Trademark Office on January 9, 2020 at Reel Number 051473 and Frame Number 0095.

**Exhibit B – Trademarks**

<u>OWNER</u>	<u>DESCRIPTION</u>	<u>REGISTRATION / SERIAL NUMBER</u>	<u>REGISTRATION / APPLCIATION DATE</u>
ProctorU	DETER. DETECT. PREVENT.	88/662,443	10/21/19
ProctorU	TAKE IT NOW	87/876,861	04/13/18
ProctorU	PROCTORU	5,712,502	04/02/19
ProctorU	U	5,712,501	04/02/19
ProctorU	PROCTORU	5,712,500	04/02/19
ProctorU	<DESIGN>	4,130,925	04/24/12

Bank's security interest recorded at the U.S. Patent and Trademark Office on January 9, 2020 at Reel Number 6835 and Frame Number 0244.