

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM735653

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SMART PENSION LIMITED		06/17/2022	Company: UNITED KINGDOM
SMART TECHNOLOGY HOLDINGS LIMITED		06/17/2022	Company: UNITED KINGDOM
STADION MONEY MANAGEMENT, LLC		06/17/2022	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	CANADIAN IMPERIAL BANK OF COMMERCE, as Security Agent		
Street Address:	595 Bay Street, CPS- 5th Floor		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5G 2C2		
Entity Type:	Chartered Bank: CANADA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	90045137	SMART	
Registration Number:	5542177	TARGETFIT	
Registration Number:	5074633	STORYLINE	
Registration Number:	3805996	STADION	
CORRESPONDENCE DATA			
Fax Number:	4156932222		
<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:	4156932000		
Email:	crhem@cooley.com		
Correspondent Name:	Cooley LLP		
Address Line 1:	3 Embarcadero Center, 20th Floor		
Address Line 4:	San Francisco, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	347669-101		
NAME OF SUBMITTER:	C. Rhem		
SIGNATURE:	/CR/		

CH \$115.00 90045137

DATE SIGNED:	06/21/2022
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Total Attachments: 5

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**CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES
INTELLECTUAL PROPERTY**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES INTELLECTUAL PROPERTY (as the same may be amended, restated, supplemented or otherwise modified from time to time, this "Agreement") dated as of [17 June], 2022, by and among SMART PENSION LIMITED, a company incorporated under the laws of England and Wales with company number 09026697 ("Smart Pension"), SMART TECHNOLOGY HOLDINGS LIMITED, a company incorporated under the laws of England and Wales with company number 12965757 ("Smart Technology"), STADION MONEY MANAGEMENT, LLC, a Delaware limited liability company ("Stadion Money", and, together with Smart Pension and Smart Technologies, each a "Grantor" and together the "Grantors"), to and in favor of CANADIAN IMPERIAL BANK OF COMMERCE, as Security Agent for the Secured Parties (as defined in the Term Loan Agreement referenced below) (in such capacities, the "Grantee").

WHEREAS, the Grantor and certain other Obligors have entered into that certain Term Loan Facilities Agreement, dated as of [17 June], 2022 (as may be further amended, restated, supplemented or otherwise modified from time to time, the "Term Loan Agreement"); and

WHEREAS, pursuant to the Term Loan Agreement, the Grantor and certain other Obligors have entered into that certain Pledge and Security Agreement, dated as of [17 June], 2022 (as may be further amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, the Grantor granted to the Grantee a security interest in, among other things, its Registered Intellectual Property and agreed to execute and deliver this Agreement for purposes of filing in the United States Patent and Trademark Office or United States Copyright Office, as applicable.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

To secure the Secured Obligations, each Grantor hereby grants a security interest in its Registered Intellectual Property and represents and warrants that the attached exhibits set forth a complete and accurate list of Grantor's Registered Intellectual Property as of the date hereof (or as of the date that updated exhibits are delivered in accordance with Section 4.4 of the Security Agreement). Notwithstanding anything to the contrary contained above, the security interest created by this Agreement shall not extend to Excluded Assets. In the event that any provisions of this Agreement are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern and control. Each Grantor authorizes Grantee to file this Agreement with the United States Patent and Trademark Office or United States Copyright Office, as applicable. Each Grantor further authorizes Grantee to (a) modify this Agreement unilaterally by amending the exhibits to this Agreement to include any Intellectual Property 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. This Agreement shall automatically terminate on the Termination Date, and Grantee shall deliver such releases as Grantor may reasonably request to evidence such termination and release of security interest, at Grantor's sole expense. The terms of Sections 7.15, 7.16, 7.17 and 7.18 of the Security Agreement are hereby incorporated by reference.

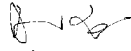
[SIGNATURE PAGE TO CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES INTELLECTUAL PROPERTY]

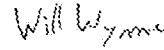
Address of Grantor:

1061 Cliff Dawson Rd.
Watkinsville, GA 30677

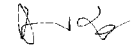
GRANTOR:

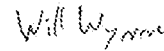
SMART PENSION LIMITED

By: 
Name of Director: Andrew Evans

By: 
Name of Director: William Wynne

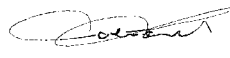
SMART TECHNOLOGY HOLDINGS LIMITED

By: 
Name of Director: Andrew Evans

By: 
Name of Director: William Wynne

STADION MONEY MANAGEMENT, LLC

By: Smart USA Co., its Manager


By: 
Name: Jordan Leung
Title: CEO

Address of Grantee:

Canadian Imperial Bank of Commerce, 595 Bay Street,
CPS- 5th Floor, Toronto, Ontario M5G 2C2,
Attention: Global Agent Administration Services

GRANTEE:

CANADIAN IMPERIAL BANK OF COMMERCE

By: 
Name: Sergey Kuzaev
Title: Authorized Signatory


By: 
Name: Sean Duffy
Title: MD

EXHIBIT A
COPYRIGHTS

DESCRIPTION	REGISTRATION NUMBER	REGISTRATION DATE
None.		

EXHIBIT B

PATENTS

DESCRIPTION	PATENT / APPLICATION NUMBER	ISSUE / APPLICATION DATE
None.		

EXHIBIT C
TRADEMARKS

OWNER	DESCRIPTION	REGISTRATION / SERIAL NUMBER	REGISTRATION / APPLICATION DATE
SMART PENSION	SMART	90045137	7/9/2020
STADION MONEY	TARGETFIT	5542177 / 87475026	08/14/2018 / 6/5/2017
STADION MONEY	STORYLINE	5074633 / 86728464	11/1/2016 / 8/18/2015
STADION MONEY	STADION	3805996 / 77816423	6/22/2010 / 8/31/2009