

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4915355

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	ASSIGNMENT	
CONVEYING PARTY DATA		
	Name	Execution Date
	PEARSON EDUCATION, INC.	04/12/2018
RECEIVING PARTY DATA		
Name:	CREDLY, INC.	
Street Address:	349 FIFTH AVENUE, SUITE 726	
City:	NEW YORK	
State/Country:	NEW YORK	
Postal Code:	10016	
PROPERTY NUMBERS Total: 4		
Property Type	Number	
Application Number:	15081173	
Application Number:	15081215	
PCT Number:	US2017018821	
PCT Number:	US2017018817	
CORRESPONDENCE DATA		
Fax Number:	(858)350-6111	
<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:	858-350-6100	
Email:	anguyen@kilpatricktownsend.com	
Correspondent Name:	KILPATRICK TOWNSEND & STOCKTON LLP	
Address Line 1:	12730 HIGH BLUFF DRIVE, SUITE 400	
Address Line 4:	SAN DIEGO, CALIFORNIA 92130	
ATTORNEY DOCKET NUMBER:	104100-1084872	
NAME OF SUBMITTER:	RICHARD B. CHRISTIANSEN, REG. NO. 69,943	
SIGNATURE:	/Richard B. Christiansen/	
DATE SIGNED:	04/13/2018	
Total Attachments: 4		
source=Credly - Project Rudy - Confirmatory Assignment#page1.tif		
source=Credly - Project Rudy - Confirmatory Assignment#page2.tif		
source=Credly - Project Rudy - Confirmatory Assignment#page3.tif		

CONFIRMATORY PATENT ASSIGNMENT AND GRANT-BACK LICENSE

This CONFIRMATORY PATENT ASSIGNMENT AND GRANT-BACK LICENSE (the "Assignment and Grant-Back") is effective as of April 12, 2018 (the "Effective Date") by and between by and between **PEARSON EDUCATION, INC.** on behalf of itself and its Affiliates ("**Pearson**") and **CREDLY, INC.** ("**Credly**").

WHEREAS, Credly and one of Pearson's Affiliates (NCS Pearson, Inc.), are parties to those certain Transaction Documents (as defined below) pursuant to which Credly is purchasing certain of the assets of Pearson and/or its Affiliate, which includes Pearson's right, title, and interest in, to and under all of the patent applications set forth on Appendix A ("Assignment Patents");

WHEREAS, Credly desires to acquire Pearson's right, title, and interest in, to and under all of the Assignment Patents as contemplated by the Transaction Documents, as defined below;

WHEREAS, Pearson desires a grant-back license to such Assignment Patents; and

WHEREAS, Credly is willing to grant such license to Pearson under the terms and conditions provided herein.

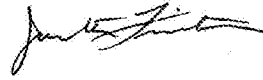
NOW, THEREFORE, effective as of the Effective Date, for good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, Pearson sold, assigned, and transferred unto Credly, Pearson's entire right, title, and interest in and to the Assignment Patents, and the right to enforce any rights and to file any causes of action, including the right to recover damages for any past, present, or future infringement of the Assignment Patents and Credly granted a non-exclusive license back to Pearson for use of such Assignment Patents.

This Assignment and Grant-Back is made pursuant to the Asset Purchase Agreement between NCS Pearson, Inc. and Credly, Inc. dated April 12, 2018 and the Assignment and Grant-Back Patent License Agreement between Pearson Education, Inc. and Credly, Inc. dated April 12, 2018 by and between the parties, effective as of the Effective Date (collectively, "**Transaction Documents**"). In the event of any conflict between this Assignment and the Transaction Documents, the Transaction Documents shall control.

In witness whereof, the parties have caused this Assignment to be executed by their duly authorized representatives as of the dates written below.

CREDLY:

CREDLY, INC.



By: _____

Name: Jonathan Finkelstein

Title: Chief Executive Officer

PEARSON:

PEARSON EDUCATION, INC.

By: _____

Name: _____

Title: _____

In witness whereof, the parties have caused this Assignment to be executed by their duly authorized representatives as of the dates written below.


CREDLY:

CREDLY, INC.

By: _____
Name: Jonathan Finkelstein
Title: Chief Executive Officer

PEARSON:

PEARSON EDUCATION, INC.

By:  _____
Name: Robert D. Whelan
Title: President, Pearson Assessments

CONFIRMATORY PATENT ASSIGNMENT AND GRANT-BACK LICENSE

PATENT
REEL: 045537 FRAME: 0433

EXHIBIT A**Patent Applications:**

Title	Appln No.	Filing Date	Juris.	Publication No.	Publication Date
GENERATION, MANAGEMENT, AND TRACKING OF DIGITAL CREDENTIALS	15/081,173	03/25/2016	US	2017-0279614	09/28/2017
GENERATION, MANAGEMENT, AND TRACKING OF DIGITAL CREDENTIALS	15/081,215	03/25/2016	US	2017-0277872	09/28/2017
GENERATION, MANAGEMENT, AND TRACKING OF DIGITAL CREDENTIALS	PCT/US2017/018821	02/22/2017	PCT	WO 2107/165049 A1	09/28/2017
GENERATION, MANAGEMENT, AND TRACKING OF DIGITAL CREDENTIALS	PCT/US2017/018817	02/22/2017	PCT	WO 2017/165047 A1	09/28/2017