

<b>PATENT ASSIGNMENT COVER SHEET</b>
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Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT6205335

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	NOTICE OF AGENCY RESIGNATION AND ASSIGNMENT OF PATENT SECURITY AGREEMENT

**CONVEYING PARTY DATA**

Name	Execution Date
BARCLAYS BANK PLC, AS RESIGNING COLLATERAL AGENT	07/14/2020

**RECEIVING PARTY DATA**

<b>Name:</b>	WILMINGTON SAVINGS FUND SOCIETY, FSB, AS SUCCESSOR COLLATERAL AGENT
<b>Street Address:</b>	500 DELAWARE AVENUE
<b>Internal Address:</b>	11TH FLOOR
<b>City:</b>	WILMINGTON
<b>State/Country:</b>	DELAWARE
<b>Postal Code:</b>	19801

**PROPERTY NUMBERS Total: 13**

Property Type	Number
Patent Number:	5926794
Patent Number:	6330594
Patent Number:	6347306
Patent Number:	6514085
Patent Number:	7287214
Patent Number:	6308042
Patent Number:	6985891
Patent Number:	6606480
Patent Number:	6996366
Patent Number:	7260355
Patent Number:	7016880
Patent Number:	7051010
Application Number:	11873681

**CORRESPONDENCE DATA**

Fax Number: (212)310-8007

*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.*

Phone: 2123108000

**PATENT**

**Email:** juan.arias@weil.com  
**Correspondent Name:** SARAH GOHARY  
**Address Line 1:** WEIL, GOTSHAL & MANGES LLP  
**Address Line 2:** 767 FIFTH AVENUE  
**Address Line 4:** NEW YORK, NEW YORK 10153

**NAME OF SUBMITTER:** SARAH GOHARY

**SIGNATURE:** /Sarah Gohary/

**DATE SIGNED:** 07/17/2020

**Total Attachments: 10**

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**NOTICE OF AGENCY RESIGNATION AND ASSIGNMENT OF  
PATENT SECURITY AGREEMENT**

**THIS NOTICE OF RESIGNATION AND ASSIGNMENT OF PATENT SECURITY AGREEMENT** (this "Assignment") is made and entered into as of July 14, 2020 by **BARCLAYS BANK PLC**, as the resigning Collateral Agent (in such capacity, "Assignor"), in favor of **WILMINGTON SAVINGS FUND SOCIETY, FSB**, not in its individual capacity but solely as successor Collateral Agent, with an address of 500 Delaware Avenue, Wilmington, DE 19801, as the successor administrative agent (in such capacity, "Assignee").

W I T N E S S E T H

WHEREAS, Assignor is party to that certain First Lien Security Agreement, dated as of April 28, 2014 (as supplemented by Supplement No. 1, dated as of April 29, 2014, and Supplement No. 2, dated as of September 30, 2014, in favor of the Assignor, and as may be further restated, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"), among Evergreen Skills Intermediate Lux S.à r.l., a private limited liability company, incorporated under the laws of Luxembourg, Evergreen Skills Lux S.à r.l., a private limited liability company, incorporated under the laws of Luxembourg, each of the subsidiaries party thereto (the "Grantors") and Assignor;

WHEREAS, pursuant to (i) the Security Agreement, (ii) the First Lien Grant of Security Interest in Patent Rights made by Skillsoft Ireland Limited and Skillsoft Limited in favor of Assignor recorded at the United States Patent and Trademark Office (the "USPTO") on April 29, 2014 at Reel/Frame 032792/0820 and (iii) the First Lien Grant of Security Interest in Patent Rights made by SumTotal Systems LLC, Softscape Software LLC and Cybershift Holdings, Inc. in favor of Assignor recorded at the USPTO on September 30, 2014 at Reel/Frame 033886/0767 (each, a "Patent Security Agreement" and together, the "Patent Security Agreements"), the Grantors granted to Assignor a security interest in and to the Collateral (as defined in each Patent Security Agreement), including the patents and patent applications set forth on Schedule I (the "Assigned Patent Collateral");

WHEREAS, pursuant to that certain Resignation, Waiver, Consent and Appointment Agreement ("Agent Assignment"), dated as of May 29, 2020, among the Grantors, the other parties thereto, Assignor and Assignee, Assignor resigned as Administrative Agent under the Credit Agreement and other Loan Documents, and Assignee accepted its appointment as such under the Credit Agreement and other Loan Documents, and Assignor assigned and transferred to Assignee each of the Liens and security interests granted to the Assignor under the Loan Documents; and

WHEREAS, Assignor and Assignee desire to enter into this Assignment to evidence the resignation of Assignor as the Administrative Agent, the appointment of Assignee as the Administrative Agent, and the assignment by Assignor to Assignee of the Patent Security Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby covenant and agree as follows:

1. Terms. Capitalized terms used in this Assignment and not otherwise defined herein shall have the meanings as specified or otherwise used in the Agent Assignment.
2. Assignment. Assignor hereby transfers, assigns, grants and conveys to Assignee for the ratable benefit of the Secured Parties all of its right, title and interest in, to and under the Security Agreement and

the Patent Security Agreement, including, without limitation, its security interest in, and Lien on, the Assigned Patent Collateral, and Assignee hereby accepts and assumes the foregoing assignment and all of such right, title, interest, security interests and Lien.

3. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

4. Counterparts. This Assignment may be executed in counterparts, each of which shall constitute an original and all of which taken together shall constitute one and the same instrument. Delivery of an executed counterpart of a signature page to this Assignment by facsimile transmission or electronic mail shall be as effective as delivery of a manually executed counterpart of this Assignment.

**[Remainder of page intentionally left blank]**

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the date above first written.

ASSIGNOR:

BARCLAYS BANK, PLC,  
as the resigning Collateral Agent

By: \_\_\_\_\_

Name:

Title:

  
**Arvind Admal**

**Vice President**

[SIGNATURE PAGE TO ASSIGNMENT OF PATENT SECURITY AGREEMENT (FIRST LIEN)]

**PATENT**  
**REEL: 053236 FRAME: 0509**

**ACCEPTED AND AGREED**  
as of the date above first written:

**ASSIGNEE:**

**WILMINGTON SAVINGS FUND SOCIETY, FSB,**  
as the successor Collateral Agent

By: 

Name:

Title:

**Raye D. Goldsborough**  
Assistant Vice President

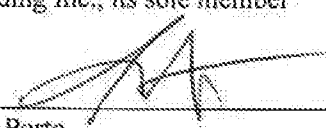
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**PATENT**  
**REEL: 053236 FRAME: 0510**

**ACCEPTED AND AGREED**  
as of the date above first written:


**SUMTOTAL SYSTEMS LLC,**  
as Grantor

By: Amber Holding Inc., its sole member

By:   
Name: Gregory Porto  
Title: Secretary

**ACCEPTED AND AGREED**  
as of the date above first written:

**CYBERSHIFT HOLDINGS, INC.,**  
as Grantor

By:   
Name: Gregory Porto  
Title: Vice President and Secretary

[SIGNATURE PAGE TO ASSIGNMENT OF PATENT SECURITY AGREEMENT (FIRST LIEN)]

**PATENT**  
**REEL: 053236 FRAME: 0512**



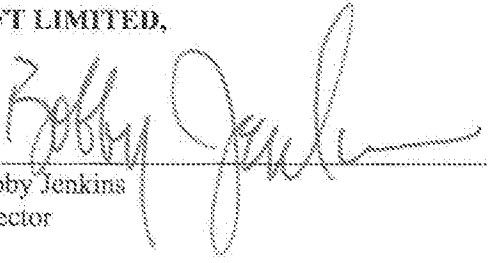
ACCEPTED AND AGREED  
as of the date above first written:

SKILLSOFT IRELAND LIMITED,  
as Grantor

By:   
Name: Bobby Jenkins  
Title: Director

ACCEPTED AND AGREED  
as of the date above first written:

SKILLSOFT LIMITED,  
as Grantor

By:   
Name: Bobby Jenkins  
Title: Director

[SIGNATURE PAGE TO ASSIGNMENT OF PATENT SECURITY AGREEMENT (FIRST LIEN)]

**PATENT**  
**REEL: 053236 FRAME: 0514**

## Schedule I

### U.S. Patent Registrations and Applications

Patent	Patent Number	Grant Date	Owner
VISUAL RATING SYSTEM AND METHOD	5926794	07/20/1999	SUMTOTAL SYSTEMS LLC
MULTIPLE TIER INTERFACING WITH NETWORK COMPUTING ENVIRONMENT	6330594	12/11/2001	CYBERSHIFT HOLDINGS, INC.
MULTIPLE TIER INTERFACING WITH NETWORK COMPUTING ENVIRONMENT	CA 2293520	12/29/1999	CYBERSHIFT HOLDINGS, INC.
METHOD AND SYSTEM FOR DIRECT PAYROLL PROCESSING	6347306	02/12/2002	CYBERSHIFT HOLDINGS, INC.
METHODS AND APPARATUS FOR COMPUTER BASED TRAINING RELATING TO DEVICES	6514085	2/4/2003	Skillsoft Ireland Ltd.
SYSTEM AND METHOD FOR PROVIDING A SEARCHABLE LIBRARY OF ELECTRONIC DOCUMENTS TO A USER	7287214	10/23/2007	Skillsoft Ireland Ltd.
SYSTEM AND METHOD FOR PROVIDING A SEARCHABLE LIBRARY OF ELECTRONIC DOCUMENTS TO A USER	6308042	10/23/2001	Skillsoft Ireland Ltd.
TRACKING OF COMPUTER BASED TRAINING COURSES	6985891	1/10/2006	Skillsoft Ireland Ltd.
AUTOMATED SYSTEM AND METHOD FOR CREATING AN INDIVIDUALIZED LEARNING PROGRAM	6606480	8/12/2003	Skillsoft Ireland Ltd.
AUTOMATED INDIVIDUALIZED LEARNING PROGRAM CREATION SYSTEM WITH ASSOCIATED METHODS	6996366	2/7/2006	Skillsoft Ireland Ltd.
AUTOMATED INDIVIDUALIZED LEARNING PROGRAM CREATION SYSTEM WITH ASSOCIATED METHODS	7260355	8/21/2007	Skillsoft Ireland Ltd.
EVENT BASED SYSTEM FOR USE WITHIN THE CREATION AND IMPLEMENTATION OF EDUCATIONAL SIMULATIONS	7016880	3/21/2006	Skillsoft Limited

<b>Patent</b>	<b>Patent Number</b>	<b>Grant Date</b>	<b>Owner</b>
EVENT BASED SYSTEM FOR USE WITHIN THE CREATION AND IMPLEMENTATION OF EDUCATIONAL SIMULATIONS	7051010	5/23/2006	Skillsoft Limited

<b>Patent Application</b>	<b>Appl. Number</b>	<b>Filing Date</b>	<b>Owner</b>
SYSTEM AND METHOD FOR PROVIDING A SEARCHABLE LIBRARY OF ELECTRONIC DOCUMENTS TO A USER	11/873681	10/17/2007	Skillsoft Ireland Ltd.