

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM409031

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Prosci, Inc.		12/14/2016	Corporation: COLORADO
RECEIVING PARTY DATA			
Name:	Webster Bank, National Association		
Street Address:	80 Elm Street		
City:	New Haven		
State/Country:	CONNECTICUT		
Postal Code:	06510		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4018750	PROSCI	
Registration Number:	2022283	PROSCI	
Registration Number:	4019522	ADKAR	
Registration Number:	2959461	ADKAR	
Registration Number:	4012645	AWARENESS DESIRE KNOWLEDGE ABILITY REINF	
Registration Number:	4621436	PREPARING FOR CHANGE MANAGING CHANGE REI	
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:	212-238-3214		
Email:	selwin@emmetmarvin.com		
Correspondent Name:	Sharon Elwin		
Address Line 1:	120 Broadway, 32nd Floor		
Address Line 2:	Emmet Marvin & Martin, LLP		
Address Line 4:	New York, NEW YORK 10271		
ATTORNEY DOCKET NUMBER:	F167196		
NAME OF SUBMITTER:	Sharon Elwin		
SIGNATURE:	/Sharon Elwin/		
DATE SIGNED:	12/15/2016		

OP \$165.00 4018750

Total Attachments: 3

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GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **PROSCI, INC.**, a Colorado corporation (the "**Grantor**"), and **WEBSTER BANK, NATIONAL ASSOCIATION**, (the "**Administrative Agent**") are parties to a Security Agreement, dated as of the date hereof (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**"). Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

Pursuant to the Security Agreement, the Grantor granted to the Administrative Agent a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "**Trademarks**"), together with the goodwill of the business symbolized by the Trademarks, and all proceeds thereof, including, without limitation, from any and all causes of action which may exist by reason of infringement thereof (the "**Collateral**"), to secure the prompt payment, performance and observance of the Obligations.

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is:


Webster Bank, National Association
80 Elm Street
New Haven, Connecticut 06510

THIS GRANT OF SECURITY INTEREST (TRADEMARKS) AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE INTERNAL LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAWS.

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IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest
(Trademarks) to be duly executed by its duly authorized officer as of December 14, 2016.

PROSCI, INC.

By: 

Name: Scott VanHoy

Title: Vice President & Treasurer

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of December 14, 2016

<u>Trademarks</u>	<u>Registration No.</u>	<u>Registration Date</u>
Prosci	4,018,750	8/30/2011
Prosci	2,022,283	12/10/1996
ADKAR	4,019,522	8/30/2011
ADKAR	2,959,461	6/7/2005
Awareness Desire Knowledge Ability Reinforcement	4,012,645	8/16/2011
Preparing for Change Managing Change Reinforcing Change	4,621,436	10/14/2014