

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM439532

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ABSORB SOFTWARE, INC.		08/11/2017	Corporation: ALBERTA
RECEIVING PARTY DATA			
Name:	PNC BANK CANADA BRANCH		
Street Address:	THE EXCHANGE TOWER		
Internal Address:	130 KING STREET WEST, SUITE 2140		
City:	TORONTO		
State/Country:	CANADA		
Postal Code:	M5X 1E4		
Entity Type:	National Banking Association: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5039002	ABSORB	
CORRESPONDENCE DATA			
Fax Number:	2158325619		
<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:	215-569-5619		
Email:	PECSENYE@BLANKROME.COM		
Correspondent Name:	TIMOTHY D. PECSENYE		
Address Line 1:	BLANK ROME LLP		
Address Line 2:	ONE LOGAN SQUARE		
Address Line 4:	PHILADELPHIA, PENNSYLVANIA 19103		
ATTORNEY DOCKET NUMBER:	074658-17058		
NAME OF SUBMITTER:	Timothy D. Pecsénye		
SIGNATURE:	/Timothy D. Pecsénye/		
DATE SIGNED:	08/16/2017		
Total Attachments: 5			
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NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

Dated: August 11th, 2017

WHEREAS ABSORB SOFTWARE INC., (the “**Debtor**”), a successor corporation to **BLATANT MEDIA CORPORATION**, formed by amalgamation in the Province of Alberta, whose full address is 1011 9 Avenue SE, Suite 275, Calgary, Alberta T2G 0H7, is the owner of the registered trade-marks, patents and copyrights set forth in Exhibits A, B and C attached hereto (collectively, the “**Intellectual Property**”);

AND WHEREAS PNC BANK CANADA BRANCH, in its capacity as Agent for the benefit of itself and the Lenders (as defined in the Credit Agreement (as defined herein)) (together with its successors and assigns in such capacity, “**Agent**”), whose full address is The Exchange Tower, 130 King Street West, Suite #2140 Toronto, Ontario M5X 1E4, entered into, inter alia, a certain revolving credit, term loan, security agreement and guaranty dated as of the date hereof among, inter alia, 2059437 Alberta Inc. (the predecessor to the Debtor), as borrower, the Agent and the Lenders (as amended, supplemented, replaced or restated from time to time, the “**Credit and Security Agreement**”) and an intellectual property security agreement with the Debtor dated as of the date hereof (as amended, supplemented, replaced or restated from time to time, the “**Intellectual Property Security Agreement**”), by which the Debtor granted to the Agent a security interest and lien in all of its property, including the Intellectual Property;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in accordance with the terms and obligations set forth in the Credit and Security Agreement and Intellectual Property Security Agreement (including wherein unless an Event of Default (as defined in the Intellectual Property Security Agreement) has occurred and is continuing, the Debtor shall retain control over and manage the Intellectual Property), the Debtor hereby confirms the granting of a security interest and lien in the Intellectual Property to the Agent.

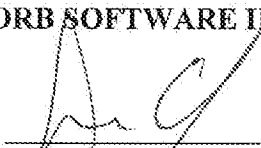
THE DEBTOR hereby certifies that the aforementioned information as it relates to the Debtor is true and accurate.

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Dated as of the date first written above.

ABSORB SOFTWARE INC.

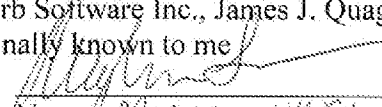
By:


Name: James J. Quagliaroli
Authorized Signing Officer

WITNESS

I herein confirm that I witnessed the signing by the
aforementioned Authorized Signing Officer of
Absorb Software Inc., James J. Quagliaroli, who is
personally known to me

By:


Name: Matthew LYNCH
Signed:

**EXHIBIT A
COPYRIGHTS**

CANADIAN COPYRIGHTS

Title	Copyright Registration No.	Registered	Published
Absorb Learning Management System (LMS)	1030923	2005-07-12	2003-06-01

US COPYRIGHTS

Title	Copyright Registration No.	Registered	Published
n/a			

**EXHIBIT B
PATENTS**

CANADIAN PATENTS


FILE NAME	Patent/Reg. No.
n/a	

UNITED STATES PATENTS

File Name	App No.	Patent/Reg. No.	Date of Grant	File Date
n/a				

**EXHIBIT C
TRADEMARKS**

CANADIAN TRADEMARKS

Trademark	TMA Registration No.	Registration Date	Application Serial No.
ABSORB	TMA947547	2016-08-26	1737145
ABSORB ANYWHERE	TMA766091	2010-05-07	1407708
 absorb ANYWHERE	TMA766089	2010-05-07	1407709

UNITED STATES TRADEMARKS

Trademark	Serial No.	Registration No.	Filing Date	Registration Date	App No.
ABSORB	86677685	5039002	2015-06-29	2016-09-13	1737145

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