

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Campus Management Corp.		08/28/2006	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Wells Fargo Foothill, Inc.
Street Address:	1100 Abernathy Road
Internal Address:	Suite 1600
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30328
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	76545878	CAMPUS MANAGEMENT CORP
Registration Number:	2965722	CAMPUS MANAGEMENT CORP
Registration Number:	2881142	CAMPUS2000
Registration Number:	2939238	CAMPUSCARE
Registration Number:	2939237	CAMPUSLINK
Registration Number:	2892901	CAMPUSNET
Serial Number:	78724260	CAMPUSVUE
Serial Number:	78724244	CAMPUSVUE COLLEGIATE
Serial Number:	76546020	CLASS SOFTWARE

CORRESPONDENCE DATA

Fax Number: (617)951-8736
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-951-8000

OP \$240.00 76545878

Email: jennifer.kagan@bingham.com
Correspondent Name: Jennifer A. Kagan
Address Line 1: Bingham McCutchen LLP
Address Line 2: 150 Federal Street
Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Jennifer Kagan
Signature:	/jenniferkagan/
Date:	09/21/2006

Total Attachments: 11

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (this "Trademark Security Agreement") is made this 28th day of August, 2006, among Grantors listed on the signature pages hereof (collectively, jointly and severally, "Grantors" and each individually "Grantor"), and WELLS FARGO FOOTHILL, INC., in its capacity as Agent for the Lender Group and the Bank Product Providers (together with its successors and assigns in such capacity, "Agent").

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of August 28, 2006 (as amended, restated, supplemented or otherwise modified from time to time, including all exhibits and schedules thereto, the "Credit Agreement") among Campus Management Corporation, a Florida corporation, as "Borrower" ("Borrower"), the lenders party thereto as "Lenders" ("Lenders"), and Agent, the Lender Group agreed to make certain financial accommodations available to Borrower from time to time pursuant to the terms and conditions thereof;

WHEREAS, the members of the Lender Group are willing to make the financial accommodations to Borrower as provided for in the Credit Agreement, but only upon the condition, among others, that Grantors shall have executed and delivered to Agent, for the benefit of Lender Group and the Bank Product Providers, that certain Security Agreement dated as of August 28, 2006 (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, Grantors are required to execute and deliver to Agent, for the benefit of Lender Group and the Bank Product Providers, this Trademark Security Agreement.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement or, if not defined therein, in the Credit Agreement.
2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Each Grantor hereby grants to Agent, for the benefit of the Lender Group and the Bank Product Providers, a continuing first priority security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):
 - (a) all of its Trademarks, including those referred to on Schedule I hereto;
 - (b) all extensions, modifications and renewals of the foregoing;
 - (c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark Intellectual Property License; and
 - (d) all products and proceeds of the foregoing, including any claim by such Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or any Trademark licensed under any Intellectual Property License, or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Intellectual Property License.

3. SECURITY FOR OBLIGATIONS. This Trademark Security Agreement and the Security Interest created hereby secures the payment and performance of all the Secured Obligations, whether now existing or arising hereafter. Without limiting the generality of the foregoing, this Trademark Security Agreement secures the payment of all amounts which constitute part of the Secured Obligations and would be owed by Grantors, or any of them, to Agent, the Lender Group, the Bank Product Provider or any of them, whether or not they are unenforceable or not allowable due to the existence of an Insolvency Proceeding involving any Grantor.

4. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, for the benefit of the Lender Group and the Bank Product Providers, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

5. AUTHORIZATION TO SUPPLEMENT. Grantors hereby authorize Agent unilaterally to modify this Agreement by amending Schedule I to include any trademarks, registrations, or applications therefor (including, without limitation, extensions or renewals) which become part of the Trademark Collateral under the Security Agreement. Notwithstanding the foregoing, no failure to so modify this Trademark Security Agreement or amend Schedule I shall in any way affect, invalidate or detract from Agent's continuing security interest in all Collateral, whether or not listed on Schedule I.

6. COUNTERPARTS. This Trademark Security Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same instrument. Any signatures delivered by a party by facsimile transmission or by e-mail transmission shall be deemed an original signature hereto.

[signature pages follow]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

GRANTORS:

CAMPUS MANAGEMENT CORP.,
a Florida corporation, as a Grantor

By: 

Name: David Meek

Title: Chief Executive Officer and President

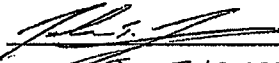
[Signature Page to Trademark Security Agreement]

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TRADEMARK
REEL: 003394 FRAME: 0500

AGENT:

WELLS FARGO FOOTHILL, INC.,
a California corporation, as Agent

By: 
Name: _____
Title: *JOHN T. LEONARD*
VP

[Signature Page to Trademark Security Agreement]

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TRADEMARK
REEL: 003394 FRAME: 0501

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

Trademark Registrations/Applications

Active Trademarks

Our File	Mark	Country	Status	Appln. No. Filing Date	Classes	Reg. No. Reg. Date	Goods
017795-9005	CAMPUS MANAGEMENT CORP	US	Published – Pending Opposition Proceedings Filed by Jenzabar and SAP	76/545878 9/22/2003	42		technical support services, namely, troubleshooting of computer hardware, software and network problems via e-mail, telephone in person and via a global computer network; computer software design for others, namely, creating a providing administrative computer software programs for others; installation and servicing of software for educational institutions
017795-9005	CAMPUS MANAGEMENT CORP	Canada	Registered	1210031 3/17/2004	42	633197 2/18/2005	technical support services, namely, troubleshooting of computer hardware, software and network problems via e-mail, telephone and in person and via a global computer network; computer software design for others, namely, creating a providing administrative computer software programs for others; installation and servicing of software for educational institutions
017795-9005	CAMPUS MANAGEMENT CORP	United Kingdom	Registered	2358776 3/19/2004	42	2358776 9/9/2005	troubleshooting of computer hardware, software and network problems via e-mail, telephone in person and via a global computer network for educational institutions; creating and providing administrative computer software programs for educational institutions; installation and servicing of software for educational institutions
017795-9005	CAMPUS MANAGEMENT CORP	France	Registered	043281042 3/19/2004	37, 42	043281042 8/20/2004	cl. 37 - troubleshooting of computer hardware cl. 42 - technical support services, namely, software and network problems via e-mail, telephone and in person and via a global computer network; computer software design for others, namely, creating and installation

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Our File	Mark	Country	Status	Appln. No. Filing Date	Classes	Reg. No. Reg. Date	Goods
017795-9004	CAMPUS MANAGEMENT CORP & DESIGN	US	Registered	76/546019 9/22/2003	42	2965722 7/12/2005	and servicing of software for educational institutions technical support services, namely, troubleshooting of computer hardware, software and network problems via e-mail, telephone in person and via a global computer network; computer software design for others, namely, creating a providing administrative computer software programs for others; installation and servicing of software for educational institutions
017795-9009	CAMPUS2000 (STYLIZED)	US	Registered	76/546022 9/22/2003	09	2881142 9/7/2004	computer software for administration of schools, colleges and universities, namely, management of student admissions, financial aid, academic records, and placement capabilities; computer software for creating web pages for allowing students to access their grades and student ledger cards, and to make secure online payments for school tuition
017795-9009	CAMPUS2000 (STYLIZED)	France	Registered	043281046 3/19/2004	09	043281046 8/20/2004	computer software for administration of schools, colleges and universities, namely, management of student admissions, financial aid, academic records, and placement capabilities; computer software for creating web pages for allowing students to access their grades and student leisure cards, and to make secure on-line payments for school tuition
017795-9009	CAMPUS2000 (STYLIZED)	Canada	Registered	1210036 3/17/2004	09	634700 3/9/2005	computer software for administration of schools, colleges and universities, namely, management of student admissions, financial aid, academic records, and placement capabilities; computer software for allowing students to access their grades and student ledger cards, and to make secure online payments for school tuition
017795-9010	CAMPUSCARE	US	Registered	76/546002 9/22/2003	42	2939238 4/12/2005	technical support services, namely, troubleshooting of computer hardware, software and network problems via e-mail,

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Our File	Mark	Country	Status	Appln. No. Filing Date	Classes	Reg. No. Reg. Date	Goods
017795-9010	CAMPUSCARE	France	Registered	043281043 3/19/2004	37, 42	043281043 8/20/2004	telephone in person and via a global computer network; computer software design for others, namely, creating a providing administrative computer software programs for others; installation and servicing of software for educational institutions cl. 37 - troubleshooting of computer hardware cl. 42 - technical support services, namely, software and network problems via e-mail, telephone and in person and via global computer network; computer software design for others, namely, creating and installing and servicing of software for educational institutions
017795-9010	CAMPUSCARE	United Kingdom	Registered	2358773 3/19/2004	42	2358773 9/9/2005	troubleshooting of computer hardware, software and network problems via e-mail, telephone in person and via a global computer network for educational institutions; creating and providing administrative computer software programs for educational institutions; installation and servicing of software for educational institutions
017795-9010	CAMPUSCARE	Canada	Registered	1210032 3/17/2004	42	633104 2/17/2005	technical support services, namely, troubleshooting of computer hardware, software and network problems via e-mail, telephone in person and via a global computer network; computer software design for others, namely, creating a providing administrative computer software programs for others; installation and servicing of software for educational institutions
017795-9011	CAMPUSLINK (STYLIZED)	US	Registered	76/545899 9/22/2003	42	2939237 4/12/2005	data conversion services to facilitate distribution of data between schools, and between schools and third-party service providers including, but not limited to, financial aid processes, admissions leads, student billing, academic transcript transmission and reception, and other school related functions cl. 38 - data transfer
017795-9011	CAMPUSLINK (STYLIZED)	France	Registered	043281040 3/19/2004	38, 42	043281040 8/20/2004	cl. 42 - data conversion services to facilitate

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Our File	Mark	Country	Status	Appl. No. Filing Date	Classes	Reg. No. Reg. Date	Goods
017795-9011	CAMPUSLINK (STYLIZED)	Canada	Registered	1210029 3/17/2004	42	641922 6/14/2005	distribution of data between schools, and between schools and third-party service providers including, but not limited to, financial aid processes, admissions leads, student billing, academic transcript transmission and reception, and other school related functions
017795-9011	CAMPUSLINK (STYLIZED)	United Kingdom	Registered	2358771 3/19/2004	42	2358771 9/9/2005	data transfer and data conversion services to facilitate distribution of data between schools, and between schools and third-party service providers including, but not limited to, financial aid processes, admissions leads, student billing, academic transcript transmission and reception, and other school related functions
017795-9013	CAMPUSNET (STYLIZED)	US	Registered	76/545882 9/22/2003	42	2892901 10/12/2004	data management services, all being for the transfer, conversion and integration of software to facilitate distribution of data between schools, and between schools and third-party service providers including, but not limited to, financial aid processes, admissions leads, student billing, academic transcript transmission and reception, and other school related functions
017795-9013	CAMPUSNET (STYLIZED)	Canada	Registered	1210034 3/17/2004	42	633103 2/17/2005	application service provider (ASP) featuring software in the field of educational institution administration
017795-9013	CAMPUSNET (STYLIZED)	France	Registered	043281045 3/19/2004	42	043281045 9/10/2004	application service provider (ASP) featuring on-line application software in the field of education institution administration
017795-9013	CAMPUSNET (STYLIZED)	United Kingdom	Registered	2358772 3/19/2004	42	2358772 9/9/2005	provision of access in the field of educational institution administration
017795-9007	CAMPUSVUE	US	Pending	78/724260 9/30/2005	09		computer software for administration of schools, colleges and universities, namely, management of student admissions, financial aid, academic records, human resources administration, and enterprise data; software for creating websites for allowing students, alumni and faculty access to their records and make secure transactions
017795-	CAMPUSVUE	France	Pending	063419874	09		computer software for administration of

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Our File	Mark	Country	Status	Appl. No. Filing Date	Classes	Reg. No. Reg. Date	Goods
9007				3/30/2006			schools, colleges and universities, namely, management of student admissions, financial aid, academic records, human resources administration, and enterprise data; software for creating websites for allowing students, alumni and faculty access to their records and make secure transactions
017795-9007	CAMPUSVUE	United Kingdom	Published	2418002 3/29/2006	09		computer software for administration of schools, colleges and universities, namely, management of student admissions, financial aid, academic records, human resources administration, and enterprise data; software for creating websites for allowing students, alumni and faculty access to their records and make secure transactions
017795-9006	CAMPUSVUE COLLEGIATE	US	Pending	78724244 9/30/2005	09		computer software for administration of schools, colleges and universities, namely, management of student admissions, financial aid, academic records, human resources administration, housing and facilities management, and enterprise data; software for creating websites for allowing students, alumni and faculty access to their records and make secure transactions
017795-9006	CAMPUSVUE COLLEGIATE	France	Pending	063419876 3/30/2006	09		computer software for administration of schools, colleges and universities, namely, management of student admissions, financial aid, academic records, human resources administration, housing and facilities management, and enterprise data; software for creating websites for allowing students, alumni and faculty access to their records and make secure transactions
017795-9006	CAMPUSVUE COLLEGIATE	United Kingdom	Published	2418003 3/29/2006	09		computer software for administration of schools, colleges and universities, namely, management of student admissions, financial aid, academic records, human resources administration, housing and facilities management, and enterprise data; software for creating websites for allowing students, alumni and faculty access to their records and make secure transactions

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Our File	Mark	Country	Status	Appln. No. Filing Date	Classes	Reg. No. Reg. Date	Goods
017795-9012	CLASS SOFTWARE (STYLIZED)	US	Pending	76/546020 9/22/2003	09		computer software for administration of schools, colleges and universities, namely, management of student admissions, financial aid, academic records, and placement capabilities
017795-9012	CLASS SOFTWARE (STYLIZED)	Canada	Pending	1210033 3/17/2004	09		computer software for administration of schools, colleges and universities, namely, management of student admissions, financial aid, academic records, and placement capabilities
017795-9012	CLASS SOFTWARE (STYLIZED)	France	Registered	043281047 3/19/2004	09	043281047 8/20/2004	computer software for administration of schools, colleges and universities, namely, management of student admissions, financial aid, academic records, and placement capabilities
017795-9012	CLASS SOFTWARE (STYLIZED)	United Kingdom	Registered	2358775 3/19/2004	09	2358775 1/7/2005	computer software for administration of schools, colleges and universities, namely, management of student admissions, financial aid, academic records, and placement capabilities

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Abandoned Trademark Application

Our File	Mark	Country	Status	Appin No. Filing Date	Classes	Goods
017795-9009	CAMPUS2000 (STYLIZED)	United Kingdom	Abandoned	2358774 3/19/2004	09	computer software for administration of schools, colleges and universities, namely, managements of student admissions, financial aid, academic records, and placement capabilities; computer software for creating web pages for allowing students to access their grades and student leisure cards, and to make secure on-line payments for school tuition