

08-08-2007

United States Patent and Trademark Office



103434739

To the Director of the U.S. Patent

...ched documents or the new address (es) below.

1. Name of conveying party(ies):
SILICON VALLEY BANK

Name of receiving party(ies):

Additional name(s) of conveying parties attached? Yes No

Name: **eCollege.com**

Internal Address

Street Address: **4900 S. Monaco Street**

City: **Denver**

State: **CO**

Country: **USA**

Zip: **80237**

- Individual(s)
- General Partnership
- Association
- Limited Partnership

- Corporation-State
- Other

Additional name(s) of conveying parties attached? Yes No

3. Nature of conveyance/ Execution Date(s):

Execution Date(s): **July 26, 2007**

- Assignment
- Security Agreement
- Merger
- Change of Name

Other : **Release**

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark:

A. Trademark Application No.(s)

75601556 75706050 75734596 75789886

75601557 75706051 75789372 75789887

75609702 75734149 75789373 75789946

75609703 75734595 75789806 75789947

B. Trademark Registration No.(s)

2247134 2613682 2616215

2271931 2580634

2260928 2619309

2320915 2616214

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Additional sheets attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Silicon Valley Bank**

Internal Address: **HF154**

Street Address: **3003 Tasman Drive**

City: **Santa Clara** State: **CA** ZIP: **95054**

Phone Number: **(408) 919-0310**

Fax Number: **(408) 654-6313**

Email Address: **svaldivia@svb.com**

6. Total number of applications and registrations involved: (see 2nd cover sheet)

7. Total fee (37 CFR 2.6 (b)(6) & 3.41): (see 2nd cover sheet)

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers
Expiration Date

b. Deposit Account Number
Authorized User Name

9. Signature.

Signature

July 26, 2007

Date

Susana Valdivia
Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

OFFICE OF SUPPLEMENTARY RECORDS
2007 APR -6 PM 3-02
FINANCE SECTION

08/07/2007 WTMAL 00000051 75601556
40.00 OP
1025.00 OP
01 FC:8521
02 FC:8522

8.6.07


**Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:Mail
Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450**

RELEASE OF SECURITY AGREEMENT COVERING
INTERESTS IN TRADEMARKS

Silicon Valley Bank ("Secured Party"), hereby releases its security interest in the interests of **eCollege.com** ("Assignor") in the trademarked works set forth in that certain **Intellectual Property And Security Agreement** dated, October 21, 1999, executed by Assignor in favor of Secured Party recorded with the United States Department of Commerce, Patent and Trademark Office on October 16, 2000, Reel 2167, Frame 0665.

Dated: **July 26, 2007**

SILICON VALLEY BANK

By: 
Name: Margaret Fujii
Title: Operations Department Manager

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of October 21, 1999 by and between SILICON VALLEY BANK ("Bank") and eCollege.com ("Grantor").

RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "Loans") in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantor dated of even date herewith (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement). Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under all other agreements now existing or hereafter arising between Grantor and Bank, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have cause this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

Address of Grantor:

eCollege.com

12000 A. E. Girard
Denver, CO

By: 

Attn: Chief Executive Officer

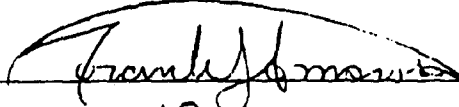
Title: CEO

BANK:

SILICON VALLEY BANK

Address of Bank:

4430 Arapahoe Avenue, Suite 225
Boulder, CO 80303

By: 

Attn: Frank Amoroso

Title: VP

EXHIBIT A

Copyrights

Description

Registration/
Application
Number

Registration/
Application
Date

PA\960585.1
1190989-900000

TRADEMARK
REEL: 002167 FRAME: 0668

TRADEMARK
REEL: 003601 FRAME: 0315

EXHIBIT B

Patents

Description

Registration/
Application
Number

Registration/
Application
Date

PA1960585.1
1190989-900000

TRADEMARK
REEL.: 002167 FRAME: 0669

TRADEMARK
REEL: 003601 FRAME: 0316

EXHIBIT C

Trademarks

Description

Registration/
Application
Number

Registration/
Application
Date

PA\960585.1
1190989-900000

TRADEMARK
REEL: 002167 FRAME: 0670

TRADEMARK
REEL: 003601 FRAME: 0317

" EXHIBIT C" 1 of 11

eCollege Trademark Application Report

04-Oct-99

Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE	757734592	23-Jun-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE CAMPUS	757791044	02-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webliography of educational materials available over a global computer information network
ECOLLEGE CAMPUS	757791045	02-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network
ECOLLEGE CAMPUS GATEWAY	757791040	02-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network

DORSEY & WHITNEY LLP

TRADEMARK
REEL: 002167 FRAME: 0671

TRADEMARK
REEL: 003601 FRAME: 0318

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Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE CAMPUS GATEWAY	75/791041	02-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network
ECOLLEGE CAMPUS GATEWAY	75/791042	02-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network
ECOLLEGE CAMPUS LINKS	75/791037	02-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE CAMPUS LINKS	75/791038	02-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network
ECOLLEGE CAMPUS LINKS	75/791039	02-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network

DORSEY & WHITNEY LLP

TRADEMARK
REEL: 002167 FRAME: 0672

TRADEMARK
REEL: 003601 FRAME: 0319

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<u>Trademark</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Status</u>	<u>Classes</u>	<u>Goods</u>
ECOLLEGE CUSTOM CAMPUS	75/791034	02-Sep-99	Pending	42	For: Computer services namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE CUSTOM CAMPUS	75/791035	02-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network
ECOLLEGE CUSTOM CAMPUS	75/791036	02-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network
ECOLLEGE ECAMPUS	75/791043	02-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE ECOMPANION	75/789947	01-Sep-99	Pending	09	For: Software for the creation of educational courses delivered via a global computer information network

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TRADEMARK
REEL: 002167 FRAME: 0673

TRADEMARK
REEL: 003601 FRAME: 0320

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Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE ECOMPANION	757789948	01-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webliography of educational materials over a global computer information network
ECOLLEGE ECOMPANION	757791492	01-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE ECOURSE	757789989	01-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network
ECOLLEGE ECOURSE	757789990	01-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webliography of educational materials available over a global computer information network

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TRADEMARK
REEL: 002167 FRAME: 0674

TRADEMARK
REEL: 003601 FRAME: 0321

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Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE ECOURSE	75/789991	01-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE ETEACHING SOLUTION	75/789372	01-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network
ECOLLEGE ETEACHING SOLUTION	75/789373	01-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network
ECOLLEGE ETEACHING SOLUTION	75/789946	01-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE ETOOL KIT	75/789806	01-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network

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TRADEMARK
REEL: 002167 FRAME: 0675

TRADEMARK
REEL: 003601 FRAME: 0322

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Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE ETOOL KIT	75/789887	01-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network
ECOLLEGE ETOOLKIT	75/789886	01-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network
ECOLLEGE.COM	75/734449	23-Jun-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multiuser global computer information network
ECOLLEGE.COM	75/734593	23-Jan-99	Pending	35	For: Advertising on a global electronic communications network for others; business services for others, namely, providing admissions, financial aid, registration and bursar's office information
ECOLLEGE.COM	75/734594	23-Jun-99	Pending	38	For: Providing online chat rooms for the transmission of messages on a global electronic communications network

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TRADEMARK
REEL: 002167 FRAME: 0676

TRADEMARK
REEL: 003601 FRAME: 0323

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Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE.COM	75/734596	23-Jun-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network
ECOLLEGE.COM & Design	75/734149	23-Jun-99	Pending	35	For: Advertising on a global electronic communications network for others; business services for others, namely, providing admissions, financial aid, registration and banner's office information
ECOLLEGE.COM & Design	75/734542	23-Jun-99	Pending	38	For: Providing online chat rooms for the transmission of messages on a global electronic communications network
ECOLLEGE.COM & Design	75/734595	23-Jun-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over global computer information network

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TRADEMARK
REEL: 002167 FRAME: 0677

TRADEMARK
REEL: 003601 FRAME: 0324

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Trademark	Application Number	Filing Date	Status	Classes	Goods
GO TO CLASS NAKED	75/601556	08-Dec-98	Pending	41	For: Computer services, namely, providing online courses of instruction at the college and post-graduate level via a global computer information network, namely distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network via the global computer information network
GO TO CLASS NAKED	75/609702	21-Dec-98	Pending	42	For: Computer services, namely, designing and implementing network web pages for others
GOING TO CLASS SUCKS	75/601557	08-Dec-98	Pending	41	For: Computer Services, namely, providing online courses of instruction at the college and post-graduate level via a global computer information network, namely distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network via the global computer information network
GOING TO CLASS SUCKS	75/609703	21-Dec-98	Pending	42	For: Computer services, namely, designing and implementing network web pages for others

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TRADEMARK
REEL: 002167 FRAME: 0678

TRADEMARK
REEL: 003601 FRAME: 0325

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Goods

Trademark
REAL EDUCATION SYSTEM

Application Number	Filing Date	Status	Classes	Goods
75/586558	10-Nov-98	Pending	41, 42	For 41: Computer services, namely, providing an online course of instruction at the college and post-graduate level via a global computer information network, mainly distance learning, and providing a webiography of educational materials available over a global computer information network via the global computer information network and providing academic course administration services for other academic institutions, namely on line course registration and tuition administration

For 42: Computer services, namely, design and implementing network web pages for others

For: Computer services, namely, designing and implementing network web pages for others

For: Computer services, namely, providing online courses of instruction at the college and post-graduate level via a global computer information network, mainly distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network via the global computer information network

WE INTERNET

WE INTERNET

DORSEY & WHITNEY LLP

TRADEMARK
REEL: 002167 FRAME: 0679

TRADEMARK
REEL: 003601 FRAME: 0326

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eCollege Trademark Registration Report

04-Oct-99

Trademark	Registration Number	Registration Date	Status	Classes	Goods
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For Class 41: Computer services, namely providing on-line courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing a webiography of educational materials available over a global computer information network via the global computer network via the global computer information network; providing academic course administration services for other academic institutions, namely, on-line course registration and institution administration

For Class 42: Computer services, namely, designing and implementing network web pages for others

For 41: Computer Services, namely, providing online courses of instruction at the college and post-graduate level via a global computer information network, namely distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network via the global information network

For 42: Computer Services, namely, designing and implementing network web pages for others

REAL EDUCATION 2247134 25-May-99 Registered 41, 42

REAL EDUCATION & Design 2260928 13-Jul-99 Registered 41, 42

DORSEY & WHITNEY LLP

TRADEMARK REEL: 002167 FRAME: 0680

TRADEMARK REEL: 003601 FRAME: 0327

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Trademark	Registration Number	Registration Date	Status	Classes	Goods
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REAL EDUCATION & Design	2271931	24-Aug-99	Registered	41, 42	For 41: Computer services, namely, providing online courses of instruction at the college and postgraduate level via a global computer information network, namely distance learning, and providing registration in and financial administration of such courses and providing a weblography of educational materials available over a global computer information network via global computer information network
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For 42: Computer services, namely, providing online courses of instruction at the college and postgraduate level via a global computer information network, namely distance learning, and providing registration in and financial administration of such courses and providing a weblography of educational materials available over a global computer information network via the global computer information network

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TRADEMARK
REEL: 002167 FRAME: 0681

TRADEMARK
REEL: 003601 FRAME: 0328