

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Edfinancial Services, LLC		09/25/2006	LIMITED LIABILITY COMPANY: NEVADA
RECEIVING PARTY DATA			
Name:	CapitalSource Finance LLC, as successor agent to Citigroup Global Markets Realty Corp., as Administrative Agent		
Street Address:	4445 Willard Avenue, 12th Floor		
City:	Chevy Chase		
State/Country:	MARYLAND		
Postal Code:	20815		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2977695	EDFINANCIAL SERVICES	
Registration Number:	3094836	EDCONSOLIDATION	
CORRESPONDENCE DATA			
Fax Number:	(312)577-4565		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-577-8265		
Email:	kristin.brozovic@kattenlaw.com		
Correspondent Name:	Kristin Brozovic c/o Katten Muchin		
Address Line 1:	525 W Monroe Street		
Address Line 4:	Chicago, ILLINOIS 60661		
ATTORNEY DOCKET NUMBER:	330119-204		
NAME OF SUBMITTER:	Kristin Brozovic		
Signature:	/Kristin Brozovic/		

CH \$65.00 2977695

TRADEMARK

Date:

11/23/2009

Total Attachments: 3

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of September 25, 2006 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”) by and among the Obligors thereto (each an “**Obligor**” and collectively, the “**Obligors**”) and CapitalSource Finance LLC, as successor agent to Citigroup Global Markets Realty Corp., as Administrative Agent (the “**Administrative Agent**”) for the lenders referenced therein (the “**Lenders**”), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
Registration No. 2,977,695	EDFINANCIAL SERVICES	July 26, 2005
Registration No. 3,094,836	EDCONSOLIDATION	May 23, 2006


TRADEMARK APPLICATIONS

None.

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

EDFINANCIAL SERVICES, LLC

By: 
Name: Wm. Anthony Hollin
Title: President

Acknowledged and Accepted:

**CAPITALSOURCE FINANCE LLC, as
Administrative Agent**

By: _____
Name: _____
Title: _____

*[Signature page to Edfinancial Services, LLC First Lien
Notice of Grant of Security Interest in Trademarks.]*

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

EDFINANCIAL SERVICES, LLC

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

**CAPITALSOURCE FINANCE LLC, as
Administrative Agent**

By:  _____
Name: Christopher J. Blagg
Title: Authorized Signatory

*[Signature page to Edfinancial Services, LLC First Lien
Notice of Grant of Security Interest in Trademarks.]*