

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SERIES A SUBSIDIARY TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Deutsche Bank Trust Company Americas, as Series A Subsidiary Collateral Agent		03/09/2012	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Education Loan Servicing Corporation
Street Address:	1 CIT Drive
City:	Livingston
State/Country:	NEW JERSEY
Postal Code:	07039
Entity Type:	CORPORATION: DELAWARE

Name:	Student Loan Xpress, Inc.
Street Address:	1 CIT Drive
City:	Livingston
State/Country:	NEW JERSEY
Postal Code:	07039
Entity Type:	CORPORATION: DELAWARE

Name:	The CIT Group/Commercial Services, Inc.
Street Address:	1 CIT Drive
City:	Livingston
State/Country:	NEW JERSEY
Postal Code:	07039
Entity Type:	CORPORATION: NEW YORK

Name:	CIT Loan Corporation (formerly known as The CIT Group/Consumer Finance, Inc.)
Street Address:	1 CIT Drive
City:	Livingston

OP \$740.00 3231900

State/Country:	NEW JERSEY
Postal Code:	07039
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	3231900	EDUCATION LOAN SERVICING
Registration Number:	2917675	E-TAD ONLINE
Registration Number:	2761035	EDUCATION LENDING GROUP, INC.
Registration Number:	3096726	3 FOR FREE
Registration Number:	3235841	BAR XPRESS
Registration Number:	2796782	CAP
Registration Number:	2809824	CAP CONSOLIDATION ASSISTANCE PROGRAM
Registration Number:	3146674	CAREER XPRESS
Registration Number:	2759694	CHOOSE YOUR PARTNER
Registration Number:	3294959	COMMUNITY COLLEGE XPRESS
Registration Number:	2883361	EDUCATION FINANCE CENTER
Registration Number:	3443645	LOWER PAYMENTS FOR HIGHER EDUCATION
Registration Number:	3128226	EDUCATION LENDING GROUP
Registration Number:	3516463	FINANCIALAID.COM
Registration Number:	3175087	GRAD XPRESS
Registration Number:	3146673	HEALTH XPRESS
Registration Number:	3175086	LEGAL XPRESS
Registration Number:	3169685	RESIDENCY XPRESS
Registration Number:	3091413	RIGHTRATE LOAN
Registration Number:	2946967	STUDENT LOAN XPERTS
Registration Number:	3176379	STUDENT LOAN XPRESS
Registration Number:	2667420	STUDENT LOAN XPRESS
Registration Number:	3357137	STUDENT LOAN XPRESS
Registration Number:	3037691	XPECT MORE
Registration Number:	2927883	XTREME REWARDS
Registration Number:	2905040	STUDENT LOAN XPRESS
Registration Number:	3013998	STUDENT LOAN XPRESSWAY
Registration Number:	3175088	UNDERGRAD XPRESS
Registration Number:	3110699	LENDING SOLUTIONS FOR BROKERS

TRADEMARK

REEL: 004735 FRAME: 0227

Fax Number: (212)291-9719
Phone: 212 558 3285
Email: newmanj@sullcrom.com, nguyenb@sullcrom.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Julie A. Newman
Address Line 1: 125 Broad Street
Address Line 2: Sullivan & Cromwell LLP
Address Line 4: New York, NEW YORK 10004-2498

ATTORNEY DOCKET NUMBER:	017500/0019 (JAN)
NAME OF SUBMITTER:	Julie A. Newman
Signature:	/Julie A. Newman/
Date:	03/12/2012

Total Attachments: 6

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RELEASE OF SERIES A SUBSIDIARY TRADEMARK SECURITY AGREEMENT

THIS RELEASE OF SERIES A SUBSIDIARY TRADEMARK SECURITY AGREEMENT (this "Release") is made as of March 9, 2012 (the "Effective Date") by Deutsche Bank Trust Company Americas, as Series A Subsidiary Collateral Agent (the "Collateral Agent") for the benefit of Education Loan Servicing Corporation, a Delaware corporation ("ELSC"), Student Loan Xpress, Inc., a Delaware corporation ("SLXI"), the CIT Group/Commercial Services, Inc. (NY), a New York corporation ("CITCSI"), and CIT Loan Corporation, a Delaware corporation (formerly known as The CIT Group/Consumer Finance, Inc.) (together with ELSC, SLXI and CITCSI, the "Releasees").

WHEREAS, CIT Group Inc. (the "Series A Issuer" or "Company") and Deutsche Bank Trust Company Americas, in its capacity as trustee (the "Series A Trustee") entered into that certain Indenture, dated as of December 10, 2009, to provide for the further issuance of Series A Issuer's debt securities or other evidence of Indebtedness, to be issued from time to time in one or more series as might be determined by the Series A Issuer thereunder (the "Series A Base Indenture"); and such Series A Base Indenture was amended and supplemented by that certain First Supplemental Indenture, dated as of December 10, 2009, between Series A Issuer, the guarantors named therein and the Series A Trustee (the "Series A First Supplemental Indenture", and together with the Series A Base Indenture, in each case, as amended, restated, modified and supplemented from time to time, collectively, the "Series A Indenture") to provide for the issuance of five new series of Securities to be known collectively as its 7% Series A Second-Priority Secured Notes and the form, terms, provisions and conditions thereof (including the guarantee thereof) were set forth as provided in the Series A First Supplemental Indenture;

WHEREAS, CIT Group Funding Company of Delaware LLC (the "Series B Issuer" or "Delaware Funding") and Deutsche Bank Trust Company Americas, in its capacity as trustee ("Series B Trustee") entered into that certain Indenture, dated as of December 10, 2009, to provide for the future issuance of Series B Issuer's debt securities or other evidence of Indebtedness, to be issued from time to time in one or more series as might be determined by the Series B Issuer thereunder (the "Series B Base Indenture"); and, such Series B Base Indenture was amended and supplemented by that certain First Supplemental Indenture, dated as of December 10, 2009, between Series B Issuer, the Company, the guarantors named therein and the Series B Trustee (the "Series B First Supplemental Indenture", and, together with the Series B Base Indenture, in each case, as amended, restated, modified and supplemented, from time to time, collectively, the "Series B Indenture") to provide for the issuance of five new series of Securities to be known collectively as its 10.25% Series B Second-Priority Secured Notes and the form, terms, provisions and conditions thereof (including the guarantee thereof) were set forth as provided in the Series B First Supplemental Indenture;

WHEREAS, the parties hereto have entered into (i) that certain Senior Intercreditor and Subordination Agreement, dated as of December 10, 2009, between the First Lien Credit Facility Representative, the First Lien Subsidiary Collateral Agent, the First Lien Parent Collateral Agent, the Series A Representative, the Series A Parent Collateral Agent, the Series A Subsidiary Collateral Agent, the Series B Representative, the Series B Parent Collateral Agent, the Series B Subsidiary Collateral Agent, Delaware Funding, in its capacities as CIT

Leasing Secured Party and Series B Issuer, the Company and certain of its Subsidiaries (as amended, restated, supplemented, modified or replaced from time to time, the “Senior Intercreditor Agreement”) and (ii) that certain Junior Intercreditor Agreement, dated as of December 10, 2009, between the Series A Parent Collateral Agent, the Series A Subsidiary Collateral Agent, the Series B Parent Collateral Agent, the Series B Subsidiary Collateral Agent, Delaware Funding, in its capacities as CIT Leasing Secured Party and Series B Issuer, the Company, and certain of its Subsidiaries (as amended, restated, supplemented, modified or replaced from time to time, the “Junior Intercreditor Agreement”);

WHEREAS, Releasees are party to the Series A Collateral Agreement, dated as of December 10, 2009, among Releasees, the Series A Parent Collateral Agent and Series A Subsidiary Collateral Agent (the “Collateral Agreement”), pursuant to which Releasees were required to execute and deliver the Series A Subsidiary Trademark Security Agreement, dated as of December 10, 2009, in which the Releasees granted a Lien on and security interest in and to all of its right, title and interest in, to and under the Trademark Collateral (as defined below) (the “Security Interest”);

WHEREAS, the Security Interest was recorded in the United States Patent and Trademark Office on December 11, 2009 at Reel No. 4113 and Frame No. 0155; and

WHEREAS, the Collateral Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral (as defined below);

NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral (as defined below) pursuant to the Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Release, the Collateral Agent hereby states as follows:

1. Definitions. Capitalized terms used herein without definition are used as defined in the Collateral Agreement.
 - a. “Trademark Collateral” means all United States, and foreign trademarks, trade names, corporate names, company names, business names, fictitious business names, Internet Domain Names, service marks, certification marks, collective marks, logos, other source or business identifiers, all registrations and applications for any of the foregoing including: (i) the registrations and applications referred to in Schedule 1 hereto, (ii) all extensions or renewals of any of the foregoing, (iii) all of the goodwill of the business connected with the use of and symbolized by the foregoing, and (iv) all proceeds of the foregoing, including licenses, royalties, income, payments, claims, damages, and proceeds of suit.
2. Termination and Release of Security Interest. The Collateral Agent hereby terminates, releases and discharges the entirety of its Security Interest in the Trademark Collateral, and any right, title or interest the Collateral Agent may have in such Trademark Collateral shall hereby cease and become void.

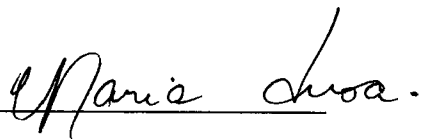
3. Recordation. The Collateral Agent authorizes and requests that the Commissioner for Trademarks record this Release.
4. Further Assurances. Collateral Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

[Signature Page Follows]

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date:

DEUTSCHE BANK TRUST
COMPANY AMERICAS,
as Collateral Agent

By: 
Name: **IRENE SIEGEL**
Title: **VICE PRESIDENT**

By: 
Name: **MARIA INOA**
Title: **ASSOCIATE**

Schedule 1

Grantor	Trademark	Registration Number	Registration Date
Education Loan Servicing Corporation	EDUCATION LOAN SERVICING (Word and Stylized)	3231900	04/17/2007
The CIT Group/Commercial Services, Inc.	E-TAD ONLINE	2917675	01/11/05
Student Loan Xpress, Inc.	EDUCATION LENDING GROUP, INC. & Design	2761035	09/09/03
Student Loan Xpress, Inc.	3 FOR FREE	3096726	05/23/06
Student Loan Xpress, Inc.	BAR XPRESS	3235841	05/01/07
Student Loan Xpress, Inc.	CAP & Design	2796782	12/23/03
Student Loan Xpress, Inc.	CAP CONSOLIDATION ASSISTANCE PROGRAM & DESIGN	2809824	02/03/04
Student Loan Xpress, Inc.	CAREER XPRESS	3146674	09/19/06
Student Loan Xpress, Inc.	CHOOSE YOUR PARTNER	2759694	09/02/03
Student Loan Xpress, Inc.	COMMUNITY COLLEGE XPRESS	3294959	09/18/07
Student Loan Xpress, Inc.	EDUCATION FINANCE CENTER	2883361	09/07/04
Student Loan Xpress, Inc.	LOWER PAYMENTS FOR HIGHER EDUCATION	3443645	06/10/08
Student Loan Xpress, Inc.	EDUCATION LENDING GROUP and Design with color claim to blue for "EDUCATION"	3128226	08/08/06
Student Loan Xpress, Inc.	FINANCIALAID.COM & Design	3516463	10/14/08
Student Loan Xpress, Inc.	GRAD XPRESS	3175087	11/21/06
Student Loan Xpress, Inc.	HEALTH XPRESS	3146673	09/19/06
Student Loan Xpress, Inc.	LEGAL XPRESS	3175086	11/21/06

EXECUTION VERSION

Student Loan Xpress, Inc.	RESIDENCY XPRESS	3169685	11/07/06
Student Loan Xpress, Inc.	RIGHTRATE LOAN	3091413	05/09/06
Student Loan Xpress, Inc.	STUDENT LOAN XPERTS	2946967	05/03/05
Student Loan Xpress, Inc.	STUDENT LOAN XPRESS	3176379	11/28/06
Student Loan Xpress, Inc.	STUDENT LOAN XPRESS	2667420	12/24/02
Student Loan Xpress, Inc.	STUDENT LOAN XPRESS & DESIGN	3357137	12/18/07
Student Loan Xpress, Inc.	XPECT MORE	3037691	01/03/06
Student Loan Xpress, Inc.	XTREME REWARDS	2927883	02/22/05
Student Loan Xpress, Inc.	STUDENT LOAN XPRESS (Stylized)	2905040	11/23/04
Student Loan Xpress, Inc.	STUDENT LOAN XPRESSWAY	3013998	11/8/05
Student Loan Xpress, Inc.	UNDERGRAD XPRESS	3175088	11/21/06
CIT Loan Corporation	Lending Solutions For Brokers	3,110,699	06/27/06