

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest in Trademarks | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| New England Institute of Technology at Palm Beach, Inc. | | 04/05/2012 | CORPORATION: FLORIDA |
| RECEIVING PARTY DATA | | | |
| Name: | Bank of America, N.A., as Administrative Agent (a national banking association organized under the laws of the United States) | | |
| Street Address: | 901 Main Street | | |
| Internal Address: | Mailcode: TX1-492-14-06 | | |
| City: | Dallas | | |
| State/Country: | TEXAS | | |
| Postal Code: | 75202 | | |
| Entity Type: | : UNITED STATES | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2827328 | FLORIDA CULINARY INSTITUTE | |
| Registration Number: | 2471433 | FLORIDA CULINARY INSTITUTE | |
| Registration Number: | 1474551 | SUCCESS NEVER TASTED SO GOOD | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (919)416-8328 | | |
| | <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | |
| Phone: | 9192868041 | | |
| Email: | pto_tmconfirmation@mvalaw.com | | |
| Correspondent Name: | Moore & Van Allen PLLC | | |
| Address Line 1: | 430 Davis Drive | | |
| Address Line 2: | Suite 500 | | |
| Address Line 4: | Morrisville, NORTH CAROLINA 27560 | | |

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| ATTORNEY DOCKET NUMBER: | 017625-4758 |
| NAME OF SUBMITTER: | Ellen A. Rubel |
| Signature: | /Ellen A. Rubel/ |
| Date: | 04/10/2012 |
| Total Attachments: 4 source=NGSI-T New England#page1.tif source=NGSI-T New England#page2.tif source=NGSI-T New England#page3.tif source=NGSI-T New England#page4.tif | |

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 and Pledge Agreement dated as of April 5, 2012 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, 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 holders of the Secured Obligations:

TRADEMARKS

| <u>Trademark No.</u> | Description of Trademark <u>Item</u> | Date of <u>Trademark</u> |
|----------------------|---|-----------------------------|
| | See <u>Schedule 1</u> attached hereto. | |

TRADEMARK APPLICATIONS

| <u>Trademark Applications No.</u> | Description of Trademark <u>Applied For</u> | Date of Trademark <u>Applications</u> |
|---------------------------------------|--|--|
| | See <u>Schedule 1</u> attached hereto. | |

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

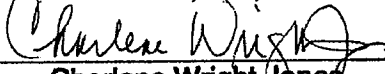
Very truly yours,

New England Institute of Technology at Palm Beach, Inc., a Florida corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 
Name: Charlene Wright-Jones
Title: Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS -
NEW ENGLAND INSTITUTE OF TECHNOLOGY AT PALM BEACH, INC.
LINCOLN EDUCATIONAL SERVICES CORPORATION

Schedule 1

**New England Institute of Technology at Palm Beach, Inc.
(Florida Corporation)**

U.S. Trademarks

Registered Marks

| Mark | Registration No. | Registration Date |
|---------------------------------------|-------------------------|--------------------------|
| FLORIDA CULINARY INSTITUTE | 2827328 | 3/30/04 |
| FLORIDA CULINARY INSTITUTE and Design | 2471433 | 7/24/01 |
| SUCCESS NEVER TASTED SO GOOD | 1474551 | 1/26/88 |

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