

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest in Certain Intellectual Property

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CIT Capital Finance (UK) Limited, as Security Trustee		07/31/2012	Bank: UNITED KINGDOM

**RECEIVING PARTY DATA**

<b>Name:</b>	PreVisor Inc.
<b>Street Address:</b>	1805 Old Alabama Road, Suite 150
<b>City:</b>	Roswell
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30076
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 21**

Property Type	Number	Word Mark
Registration Number:	3586568	SELECT2PERFORM
Registration Number:	3521436	SELECT2PERFORM
Registration Number:	3355655	V
Registration Number:	3446835	KNOW IN ADVANCE
Registration Number:	3222812	OXFORD LEARNING APTITUDE SURVEY
Registration Number:	3222814	APPLICANTLINK
Registration Number:	3218058	CRAFT PERSONALITY QUESTIONNAIRE (CPQ)
Registration Number:	3198325	TOTALMATCH
Registration Number:	3176525	B BRAINBENCH EMPLOYMENT TESTING
Registration Number:	2532113	THE MEASURE OF ACHIEVEMENT
Registration Number:	2469351	
Registration Number:	2518386	BRAINBENCH
Registration Number:	3097387	QUALITY OF HIRE FILTERS
Registration Number:	3007274	PLAN2PERFORM

**TRADEMARK**

Registration Number:	2946923	INTERVIEW EXPERT
Registration Number:	2891930	GPI
Registration Number:	2606185	GLOBAL PERSONALITY INVENTORY
Registration Number:	2667757	EPREDIX
Registration Number:	2603375	EPREDIX
Registration Number:	3363373	PREVISOR
Registration Number:	3341438	PREVISOR

**CORRESPONDENCE DATA**

Fax Number: 3026365454  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 800-927-9801 x2348  
Email: jpaterso@cscinfo.com  
Correspondent Name: Corporation Service Company  
Address Line 1: 1090 Vermont Avenue NW, Suite 430  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	310416-15
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	08/14/2012

**Total Attachments: 16**  
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RELEASE OF SECURITY INTEREST IN CERTAIN INTELLECTUAL PROPERTY  
(PATENTS AND TRADEMARKS)

This RELEASE OF SECURITY INTEREST IN CERTAIN INTELLECTUAL PROPERTY (this "Release") is made as of July 31, 2012 (the "Effective Date"), by CIT Capital Finance (UK) Limited, as Security Trustee ("Security Trustee") for each of the Secured Parties (as defined in the Facilities Agreements referred to below), in favor of PreVisor Inc. ("Grantor"). All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the IP Security Agreement (as defined below).

WHEREAS, Grantor acceded as guarantor to a Senior Facilities Agreement dated 13 September 2006 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Senior Facilities Agreement") among, *inter alios*, SHL Group Holdings 3 Ltd. (f/k/a Surrey 3 Limited, "Parent") as borrower and as guarantor, Security Trustee as mandated lead arranger and as security trustee, CIT Bank Limited (as successor to CIT Capital Finance (UK) Limited) as agent ("Senior Agent") and the lenders party thereto, pursuant to an Accession Letter dated 25 February 2011 from Parent and Grantor to Senior Agent;

WHEREAS, Grantor acceded as guarantor to a Mezzanine Facility Agreement dated 13 September 2006 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Mezzanine Facility Agreement" and, together with the Senior Facilities Agreement, the "Facilities Agreements") among, *inter alios*, Parent as borrower and as guarantor, Security Trustee as mandated lead arranger and as security trustee and Babson Capital Europe Limited (as successor to CIT Bank Limited (as successor to CIT Capital Finance (UK) Limited) as agent ("Mezzanine Agent"), pursuant to an Accession Letter dated 25 February 2011 from Parent and Grantor to Mezzanine Agent;

WHEREAS, Grantor acceded as an additional grantor to a Security Agreement dated as of January 31, 2007 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") among, *inter alios*, SHL USA, Inc. as original grantor and Security Trustee, pursuant to a Security Agreement Supplement dated February 25, 2011 from Grantor to Security Trustee to support the obligations of the obligors under the Facilities Agreement;

WHEREAS, pursuant to the Security Agreement and an Intellectual Property Security Agreement dated as of February 25, 2011 (the "IP Security Agreement") between Grantor and Security Trustee, Grantor granted to Security Trustee, for the ratable benefit of the Beneficiaries, a security interest in all of such Grantor's right, title and interest in and to the Collateral, including patents and patent applications set forth on Schedule A attached hereto (the "Patents") and trademarks and trademark applications set forth on Schedule B attached hereto (the "Trademarks and, together with the Patents, the "Released IP Collateral") to secure the prompt payment and performance of the obligations under the Facilities Agreements; and

WHEREAS, in order to release all liens on assets of Grantor, Secured Trustee is entering into this Release and a Deed of Release and Reassignment dated as of the date hereof (the "English Deed of Release") with, *inter alios*, Senior Agent, Mezzanine Agent, Parent and Grantor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Security Trustee agrees as follows:

- (a) With effect from the Effective Time (as defined in the English Deed of Release), Security Trustee, on behalf of the Secured Parties, hereby relinquishes, releases, discharges and assigns to Grantor its security interest, without any representation, warranty, recourse or undertaking whatsoever, and all of its right, title and interest, if any, in and to the Released IP Collateral and all proceeds of the foregoing, including without limitation any claims for damages for past, present or future infringement, misappropriation or breach with respect to the foregoing in each case together with the right to sue for and collect, or otherwise recover, such damages.
- (b) For the avoidance of doubt, the Released IP Collateral shall include all patents, trademarks, patent applications and trademark applications as to which Grantor has granted a security interest to Security Trustee securing the Secured Obligations, regardless of whether listed on Schedule A or Schedule B. Security Trustee agrees to deliver, at the sole cost and expense of Grantor, any further documentation necessary to evidence the release of such security interests.
- (c) Security Trustee hereby authorizes and requests that the Commissioner for Patents and Trademarks and any other applicable government officer record this Release.
- (d) This Release shall be governed by, and construed in accordance with the law of the State of New York.

*[Signature page follows]*

IN WITNESS WHEREOF, Security Trustee has caused this RELEASE OF SECURITY INTEREST IN CERTAIN INTELLECTUAL PROPERTY to be duly executed as of the date first written above.

CIT CAPITAL FINANCE (UK) LIMITED,  
as Security Trustee

By:   
Name: ANDREW SPINKSON  
Title: SENIOR ASSOCIATE

SCHEDULE A

PATENTS

#	Owner	Patents	Country	Application No.	Patent No.	Filing Date	Issue Date
1.	PreVisor Inc.	Computer-Implemented System for Human Resources Management	US	09/878245	7,6006,778	6/12/2001	10/20/2009
2.	PreVisor Inc.	Computer-Implemented System for Human Resources Management	New Zealand	522509	522509	6/12/2001	9/24/2004
3.	PreVisor Inc.	Computer-Implemented System for Human Resources Management	South Africa	20028987	20028987	6/12/2001	4/26/2005
4.	PreVisor Inc.	Computer-Implemented System for Human Resources Management	US	12/338,703	n/a	12/18/2008	n/a
5.	PreVisor Inc.	Computer-Implemented System for Human Resources Management	US	n/a	12/539,166	8/11/2009	n/a

SCHEDULE B

TRADEMARKS

#	Country	TRADEMARK	Status	App. No. App. Date	Reg. No. Reg. Date	Owner
1.	Australia	V	Registered	1173483 30-APR-2007	1173483 30-APR-2007	PreVisor Inc.
2.	Australia	SELECT2PERFOR M	Registered	1152708 18-DEC-2006	1152708 18-DEC-2006	PreVisor Inc.
3.	Australia	KNOW ADVANCE IN	Registered	1143410 26-OCT-2006	1143410 26-OCT-2006	PreVisor Inc
4.	Australia	PREVISOR	Registered	1086374 17-NOV-2005	1086374 17-NOV-2005	PreVisor Inc
5.	Australia	PREVISOR	Registered	1086375 17-NOV-2005	1086375 17-NOV-2005	PreVisor Inc
6.	Canada	SELECT2PERFOR M	Registered	136585600 2007-10-01	TMA723189 2008-9-9	PreVisor Inc.

7.	Canada	V & DESIGN	Registered	135891700 2007-08-07	TMA724314 2008-9-24	PreVisor Inc.
8.	Canada	KNOW ADVANCE	IN Registered	132296900 2006-10-25	TMA740712 2009-5-25	PreVisor Inc.
9.	Canada	PREVISOR DESIGN	& Registered	128019300 2005-11-10	TMA724796 2008-9-30	PreVisor Inc.
10.	Canada	PREVISOR	Registered	128019400 2005-11-10	TMA743130 2009-7-8	PreVisor Inc.
11.	European Communit y	SELECT2PERFOR M	Registered	6323695 01-OCT-2007	6323695 04-SEP-2008	PreVisor Inc.
12.	European Communit y	Design Only	Registered	5867643 30-APR-2007	5867643 10-APR-2008	PreVisor Inc.
13.	European Communit y	PREVISOR	Registered	4711248 10-NOV-2005	4711248 13-DEC-2006	PreVisor Inc.



14.	European Communit y	PREVISOR	Registered	4711578 10-NOV-2005	4711578 07-DEC-2006	PreVisor Inc.
15.	India	SELECT2PERFOR M	Pending	1607679 03-OCT-2007		PreVisor Inc.
16.	India	V	Pending	1583288 24-JUL-2007		PreVisor Inc.
17.	India	KNOW ADVANCE	IN Pending	1499273 27-OCT-2006		PreVisor Inc.
18.	Japan	Design Only	Registered	2007-102600 02-OCT-2007	5211401 06-MAR-2009	PreVisor Inc.
19.	Japan	SELECT2PERFOR M	Registered	2007-102601 02-OCT-2007	5211402 06-MAR-2009	PreVisor Inc.
20.	Japan	KNOW ADVANCE	IN Registered	2006-099787 26-OCT-2006	5269935 02-OCT-2009	PreVisor Inc.

21.	Mexico	KNOW ADVANCE	IN	Registered	815624 27-OCT-2006	1016711 07-DEC-2007	PreVisor Inc.
22.	New Zealand	SELECT2PERFOR M		Registered	776934 02-OCT-2007	776934 11-JUN-2009	PreVisor Inc.
23.	New Zealand	V		Registered	767614 30-APR-2007	767614 13-AUG-2009	PreVisor Inc.
24.	New Zealand	KNOW ADVANCE	IN	Registered	757733 26-OCT-2006	757733 11-JUN-2009	PreVisor Inc.
25.	New Zealand	PREVISOR		Registered	738594 11-NOV-2005	738594 05-APR-2007	PreVisor Inc.
26.	New Zealand	PREVISOR		Registered	738595 11-NOV-2005	738595 10-MAY-2007	PreVisor Inc.
27.	US	SELECT2PERFOR M		Registered	77535244 30-JUL-2008	3586568 10-MAR-2009	PreVisor Inc.
28.	US	SELECT2PERFOR M		Registered	77146352 02-APR-2007	3521436 21-OCT-2008	PreVisor Inc.

29.	US	V		Registered	77146466 02-APR-2007	3355655 18-DEC-2007	PreVisor Inc.
30.	US	KNOW ADVANCE	IN	Registered	78871975 28-APR-2006	3446835 10-JUN-2008	PreVisor Inc.
31.	South Africa	SELECT2PERFOR M		Pending	2007/22458 10/2/07		PreVisor Inc.
32.	South Africa	V & Design		Pending	2007/08966 5/2/07		PreVisor Inc.
33.	South Africa	KNOW ADVANCE	IN	Registered	2006/25538 10/26/06	4/20/10	PreVisor Inc.
34.	Australia	EPREDIX		Registered	853073 10-OCT-2000	853073 10-OCT-2000	PreVisor Inc.
35.	Australia	EPREDIX		Registered	853072 10-OCT-2000	853072 10-OCT-2000	PreVisor Inc.
36.	Brazil	PREVISOR		Pending	903041405 15-OCT-2010		PreVisor Inc.
37.	Brazil	PREVISOR		Pending	903041464 15-OCT-2010		PreVisor Inc.

38.	US	OXFORD LEARNING APTITUDE SURVEY	Registered	78897745 01-JUN-2006	3222812 27-MAR-2007	PreVisor Inc.
39.	US	APPLICANTLINK	Registered	78897768 01-JUN-2006	3222814 27-MAR-2007	PreVisor Inc.
40.	US	CRAFT PERSONALITY QUESTIONNAIR E (CPQ)	Registered	78897142 31-MAY-2006	3218058 13-MAR-2007	PreVisor Inc.
41.	Great Britain	ASE	Registered	B1555322 30-NOV-1993	B1555322 20-SEP-1996	PreVisor Inc.
42.	US	TOTALMATCH	Registered		3198325 16-JAN-2007	Brainbench. Inc.
43.	US	B BRAINBENCH EMPLOYMENT TESTING	Registered		3176525 28-NOV-2006	Brainbench. Inc.
44.	US	THE MEASURE OF ACHIEVEMENT	Registered		2532113 22-JAN-2002	Brainbench. Inc.
45.	US	(Design Only)	Registered		2469351 17-JUL-2001	Brainbench. Inc.
46.	US	BRAINBENCH	Registered		2518386 11-DEC-2001	Brainbench. Inc.
47.	US	QUALITY OF HIRE FILTERS	Registered		3097387 30-MAY-2006	Epredix, Inc.

48.	US	PLAN2PERFORM	Registered		3007274 18-OCT-2005	Epredix, Inc.
49.	US	INTERVIEW EXPERT	Registered		2946923 03-MAY-2005	Epredix, Inc.
50.	US	GPI	Registered		2891930 05-OCT-2004	Epredix, Inc.
51.	US	GLOBAL PERSONALITY INVENTORY	Registered		2606185 06-AUG-2002	Epredix, Inc.
52.	US	EPREDIX	Registered		2667757 31-DEC-2002	Epredix, Inc.
53.	US	EPREDIX	Registered		2603375 06-AUG-2002	Epredix, Inc.
54.	Mexico	EPREDIX	Registered		807356 15-SEP-2003	Epredix, Inc.
55.	Communit y Trademark s	EPREDIX & Design	Registered		1884469 05-JUN-2002	Epredix, Inc.
56.	Communit y Trademark s	EPREDIX	Registered		1884501 05-JUN-2002	Epredix, Inc.
57.	Japan	LINKING PEOPLE PROFIT TO	Registered		4749569 20-FEB-2004	Epredix, Inc.
58.	Japan	EPREDIX	Registered		4711269 19-SEP-2003	Epredix, Inc.

59.	France	QWIZ & Design	Registered		94 537606 9/27/94	PreVisor Georgia Inc.
60.	Canada	QWIZ	Registered		TMA647108 9/1/2005	PreVisor Georgia Inc.
61.	Canada	QWIZ Design	Registered		TMA646727 8/25/2005	PreVisor Georgia Inc.
62.	Canada	QWIZ DESIGN	Registered		TMA460765 2-AUG-1996	PreVisor Georgia Inc.
63.	Benelux	QWIZ & design	Pending	R 560059 27-SEP-1994		PreVisor Georgia Inc.
64.	Germany	QWIZ	Registered		2902505 01-MAR-1995	PreVisor Georgia Inc.
65.	Australia	QWIZ	Registered		888328 06-SEP-2001	PreVisor Georgia Inc.
66.	Australia	QWIZ	Registered		888330 06-SEP-2001	PreVisor Georgia Inc.
67.	Australia	QWIZ	Registered		763459 28-MAY-1998	PreVisor Georgia Inc.
68.	Canada	QUALITY OF HIRE FILTERS	Registered		TMA700587 11/9/07	PreVisor Minnesota Inc
69.	Canada	PLAN2PERFORM	Registered		TMA685387 4/3/07	PreVisor Minnesota Inc

70.	Canada	LINKING PEOPLE PROFIT	TO	Registered		TMA663606 5/3/06	PreVisor Minnesota Inc.
71.	Canada	EPREDIX		Registered		TMA595521 24-NOV-2003	PreVisor Minnesota Inc.
72.	Canada	EPREDIX Design	&	Registered		TMA599720 16-JAN-2004	PreVisor Minnesota Inc.
73.	Australia	QUALITY HIRE FILTER	OF	Registered		1025566 18-OCT-2004	PreVisor Minnesota Inc
74.	Australia	PLAN2PERFORM		Registered		1001036 06-MAY-2004	PreVisor Minnesota Inc
75.	Australia	EPREDIX design	&	Registered		853073 10/10/00	PreVisor Minnesota Inc.
76.	Australia	LINKING PEOPLE PROFIT	TO	Registered		957742 6/12/03	PreVisor Minnesota Inc.
77.	European Union	LINKING PEOPLE PROFIT	TO	Registered		3270717 3/31/05	PreVisor Minnesota Inc.
78.	European Union	QUALITY HIRE FILTER	OF	Registered		4077848 17-JAN-2006	PreVisor Minnesota Inc.
79.	European Union	PLAN2PERFORM		Registered		3820578 18-NOV-2005	PreVisor Minnesota Inc.
80.	United Kingdom	QWIZ		Registered		B1585816 04-OCT-1996	Qwiz Inc.

81.	Community Trademarks	QWIZ & Design	Registered		524074 09-FEB-1999	Qwiz Inc.
82.	Community Trademarks	QWIZ	Registered		2367795 17-JUL-2003	Qwiz, Inc.
83.	Community Trademarks	QWIZ	Registered		2367837 11-SEP-2003	Qwiz, Inc.
84.	Mexico	PREVISOR	Registered		922050 2/27/2006	Qwiz-Epredix Operations Inc.
85.	Mexico	PREVISOR	Registered		922051 2/27/2006	Qwiz-Epredix Operations Inc.
86.	Mexico	PREVISOR	Registered		926662 3/29/2006	Qwiz-Epredix Operations Inc.
87.	Mexico	PREVISOR	Registered		925790 3/27/2006	Qwiz-Epredix Operations Inc.
88.	US	PREVISOR	Registered		3363373 01-JAN-2008	Qwiz-Epredix Operations Inc.
89.	US	PREVISOR	Registered		3341438 20-NOV-2007	Qwiz-Epredix Operations, Inc.
90.	India	PREVISOR	Registered		1401583 1/28/08	Qwiz-Epredix Operations, Inc.
91.	India	PREVISOR & Design	Registered		1401584 1/28/08	Qwiz-Epredix Operations, Inc.



92.	South Africa	PREVISOR	Pending	2005/24248 11/14/05		Qwiz-ePredix Operations
93.	South Africa	PREVISOR	Pending	2005/24249 11/14/05		Qwiz-ePredix Operations
94.	South Africa	PREVISOR (design)	Pending	2005/24251 11/14/05		Qwiz-ePredix Operations
95.	South Africa	PREVISOR (design)	Pending	2005/24250 11/14/05		Qwiz-ePredix Operations