

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		RELEASE BY SECURED PARTY	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MMV CAPITAL PARTNERS INC.		11/14/2012	SPECIALTY FINANCE CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	HOTCHALK, INC.		
Street Address:	1999 S. Bascom Avenue		
Internal Address:	Suite 1020		
City:	Campbell		
State/Country:	CALIFORNIA		
Postal Code:	95008		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3390519	HOTCHALK	
Registration Number:	3812370	THE LESSON PLANS PAGE	
Registration Number:	3753597	MYCLASSES	
CORRESPONDENCE DATA			
Fax Number:	8585506420		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	858-550-6403		
Email:	erin.obrien@cooley.com		
Correspondent Name:	Erin O'Brien		
Address Line 1:	c/o Cooley LLP		
Address Line 2:	4401 Eastgate Mall		
Address Line 4:	San Diego, CALIFORNIA 92121		
ATTORNEY DOCKET NUMBER:	036703-1545 HOTCHALK		

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REEL: 004900 FRAME: 0042

NAME OF SUBMITTER:	Erin O'Brien
Signature:	/Erin O'Brien/
Date:	11/14/2012
Total Attachments: 4 source=Hotchalk signed MMV IP release#page1.tif source=Hotchalk signed MMV IP release#page2.tif source=Hotchalk signed MMV IP release#page3.tif source=Hotchalk signed MMV IP release#page4.tif	

RELEASE OF SECURITY INTEREST

This Release of Security Interest is made as of November 14th, 2012, by MMV CAPITAL PARTNERS INC., ("Lender") in favor of HOTCHALK, INC., a Delaware corporation ("Company") with its principal place of business located at 1999 S. Bascom Avenue, Suite 1020, Campbell, CA 95008.

Recital

WHEREAS Company granted to Lender a security interest in the patents and trademarks described on Exhibits A and B attached hereto (collectively, the "Intellectual Property") under an Intellectual Property Security Agreement dated as of July 21, 2011 as amended from time to time (the "Security Agreement") and recorded with the US Patent and Trademark Office as set forth on Exhibits A and B.

WHEREAS Company has no outstanding obligations to Lender under the terms of the Security Agreement, Lender agrees to release its security interest in the Intellectual Property.

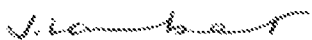
Agreement

Now therefore, Lender agrees that it terminates and releases its security interest in the Intellectual Property and reassigns to Company, without warranty or recourse, all interest of Lender in the Intellectual Property.

LENDER:

MMV CAPITAL PARTNERS INC.

By: Hotchalk, Inc. as its Power of Attorney


Name: Jon Lambert
Title: SFO

370 King Street West, Suite 604
Toronto, Ontario M5V 1J9
Canada

EXHIBIT A

Patents

Patent #: NONE **Issue Dt:** **Application #:** 11303808 **Filing Dt:** 12/15/2005

1 Publication #: US20060127869 **Pub Dt:** 06/15/2006

Title: Advertising subsystem for the educational software market

Patent #: NONE **Issue Dt:** **Application #:** 12353123 **Filing Dt:** 01/13/2009

2 Publication #: US20100185612 **Pub Dt:** 07/22/2010

Title: Method for Producing an Ordered Search List

Patent #: NONE **Issue Dt:** **Application #:** 12360751 **Filing Dt:** 01/27/2009

3 Publication #: US20100191610 **Pub Dt:** 07/29/2010

Title: METHOD FOR AUTOMATING A FUNDRAISER TO EFFECT A PURCHASE

Patent #: NONE **Issue Dt:** **Application #:** 12621446 **Filing Dt:** 11/18/2009

4 Publication #: US20110119741 **Pub Dt:** 05/19/2011

Title: Method for Conditionally Obtaining Files From a Local Appliance

Lender's security interest recorded at the US Patent and Trademark Office on July 22, 2011 at Reel/Frame 026637/0725.

EXHIBIT B

Trademarks

1	Serial #: <u>Z6640850</u> Mark: HOTCHALK	Filing Dt: 06/14/2005	Reg #: 3290519	Reg. Dt: 03/04/2008
2	Serial #: <u>Z6676768</u> Mark: THE LESSON PLANS PAGE	Filing Dt: 05/14/2007	Reg #: 3812370	Reg. Dt: 07/06/2010
3	Serial #: <u>Z7426533</u> Mark: MYCLASSES	Filing Dt: 03/19/2008	Reg #: 325359Z	Reg. Dt: 03/02/2010

Lender's security interest recorded at the US Patent and Trademark Office on July 22, 2011 at Reel/Frame 4589/0235.

Limited Power of Attorney

This Limited Power of Attorney is being delivered by MMV Capital Partners Inc. ("MMV") to HotChalk, Inc. ("HotChalk") in connection with a Payout Letter dated as of the 30 day of July, 2012 (the "Payout Letter").

Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Credit Agreement (as defined in the Payout Letter).

HotChalk and its counsel shall be entitled, at its own expense, from time to time to do, execute, acknowledge and deliver all discharges or termination statements reasonably necessary or proper for the discharge of any and all security interest(s) in favour of MMV pursuant to the Credit Agreement or the Security, and for such purposes, MMV does hereby irrevocably appoint HotChalk and its counsel the true and lawful attorney-in-fact of MMV with full power of substitution, for it and in its name to execute any discharge statements or termination statements in any applicable jurisdiction. The power and authority hereby given and granted shall be deemed coupled with an interest and not revocable by any party.

HotChalk shall deliver to MMV, at no cost to MMV, copies of all such discharge statements or termination statements, together with evidence of filing, including without limitation, all UCC-3 termination statements, within five (5) Business Days of the delivery or filing of same.

IN WITNESS WHEREOF, the parties hereto, by their officers thereunto duly authorized, have executed this Limited Power of Attorney as of the 31 day of July, 2012.

MMV CAPITAL PARTNERS
INC.

By: R Patterson

Ron Patterson

Executive Vice President

HOTCHALK, INC.

By: [Signature]

Name: Conan Fields

Title: President/CEO