

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
Ares Capital Corporation, as Agent		08/06/2013	CORPORATION: MARYLAND

RECEIVING PARTY DATA

Name:	eInstruction Corporation
Street Address:	1330 Teasley Lane
City:	Denton
State/Country:	TEXAS
Postal Code:	76205
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	2492011	OUTDOORPLAY
Registration Number:	3145795	ENGAGING KIDS IN...
Registration Number:	2591395	EINSTRUCTION
Registration Number:	3829312	CPS
Registration Number:	3829311	CPS PULSE
Registration Number:	3826163	EI
Registration Number:	3686929	EI
Registration Number:	3815536	EI COMMUNITY
Registration Number:	3702562	EI EINSTRUCTION SIMPLE SOLUTIONS. REAL R
Registration Number:	3658984	EINSTRUCTION
Registration Number:	3760947	EINSTRUCTION
Registration Number:	3897851	EINSTRUCTION
Registration Number:	3761039	EINSTRUCTION
Registration Number:	3674249	INTERWRITE DUALBOARD

OP \$465.00 2492011

Registration Number:	3710051	INTERWRITE MOBI
Registration Number:	3756108	VCLICKER
Serial Number:	85458420	INSIGHT 360
Serial Number:	85458423	MOBI 360

CORRESPONDENCE DATA

Fax Number: 3129939767
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 312-993-2698
Email: magdalini.rizakos@lw.com
Correspondent Name: Magdalini Rizakos c/o Latham & Watkins
Address Line 1: 233 South Wacker Drive, Suite 5800
Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:	Magdalini Rizakos
Signature:	/mr/
Date:	08/09/2013

Total Attachments: 8
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**RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL**

This RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL (this "Release"), dated as of August 6, 2013, is made by Ares Capital Corporation, as agent ("Agent"), under that certain Amended and Restated Second Lien Credit Agreement, dated as of December 28, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") terms used in this Release and not herein defined shall have the meanings set forth in the Credit Agreement by and among eInstruction Corporation, a Texas corporation ("Borrower"), the other persons from time to time party thereto as "Credit Parties", the financial institutions from time to time party thereto as "Lenders" (the "Lenders"), and Agent.

WHEREAS, in connection with the Credit Agreement, and together with all general security agreements and intellectual property security agreements entered into in connection therewith or in connection with prior versions thereof, Borrower, eInstruction GTCO Holdings, LLC and FSCreations, Inc. (the "Grantors"), the Lenders from time to time party thereto the Agent, and any other parties thereto, the Lenders made credit extensions to the Credit Parties;

WHEREAS, in connection with the Credit Agreement, and pursuant to those certain Trademark Security Agreements, Patent Security Agreements and Copyright Security Agreements described on Annex I attached hereto (collectively, the "Security Agreements"), the Grantors granted to Agent a security interest in certain trademarks, patents and copyrights owned by them, including those listed on Annex I attached hereto (the "Intellectual Property Collateral"); and

WHEREAS, the Security Agreements were recorded in the United States Patent and Trademark Office (the "USPTO") and the United States Copyright Office (the "Copyright Office") on the dates and on the reels and frames as set forth on Annex I hereto.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Agent, on behalf of itself and as agent for each other Lender, hereby terminates, releases and discharges without representation, recourse or warranty whatsoever, all of its security interest in and to all of its right, title and interest in the Intellectual Property Collateral (including all goodwill of the business connected with the use of, and symbolized by, all trademarks included in the Intellectual Property Collateral), granted pursuant to the Security Agreements, and Agent hereby retransfers and reassigns any and all such right, title and interest (if any) that Agent may have in the Intellectual Property Collateral to the applicable Grantor. The Agent hereby authorizes and requests that the USPTO record this Release, and Agent hereby authorizes the Grantors to file this Release on behalf of the Agent with the USPTO or any other relevant governmental authority.

This Release and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, the Agent has executed this Release as of the date first above written.

ARES CAPITAL CORPORATION, as Agent

By: 
Name: Ian Fitzgerald
Title: Authorized Signatory

[Signature Page to Release of Security Interest in Intellectual Property Collateral]

TRADEMARK
REEL: 005088 FRAME: 0640

ANNEX I

The Patent Security Agreement dated as of May 14, 2012 by eInstruction Corporation in favor of Agent, which was recorded with the USPTO on May 29, 2012 at Reel 028287, Frame 0795.

PATENT REGISTRATION/APPLICATION NUMBERS

Patent	Serial No.	Application Date
System and method for communicating with students in an education environment	6,895,213	05/17/2005
System and method for communicating with students in an education environment	7,343,134	03/11/2008
System and method for communicating with students in an educational environment	7,925,200	04/12/2011
Charging and security station for multiple wireless tablets	8,294,417	10/23/2012
Dual pen interactive whiteboard system	8,411,053	04/02/2013
Method and apparatus for engaging functionality with a color tag	8,478,035	07/02/2013
Interactive student response and content sharing system	12/777,280	05/11/2010

The Trademark Security Agreement dated as of May 14, 2012, by eInstruction Corporation in favor of Agent, which was recorded with the USPTO on May 29, 2012 at Reel 4790, Frame 0639.

Registered Marks:

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Registration No.</u>	<u>Date Registered</u>
Einstruction	U.S.	2,492,011	09/25/2001
ENGAGING KIDS IN...	U.S.	3,145,795	September 19, 2006
EINSTRUCTION	U.S.	2,591,395	July 9, 2002
CPS	U.S.	3,829,312	August 3, 2010
CPS PULSE	U.S.	3,829,311	August 3, 2010
EI	U.S.	3,826,163	July 27, 2010
EI & Design (color)	U.S.	3,686,929	September 22, 2009
EI COMMUNITY	U.S.	3,815,536	July 6, 2010
EI EINSTRUCTION SIMPLE SOLUTIONS. REAL RESULTS. & Design	U.S.	3,702,562	October 27, 2009
EINSTRUCTION	U.S.	3,658,984	July 21, 2009
EINSTRUCTION	U.S.	3,760,947	March 16, 2010
EINSTRUCTION	U.S.	3,897,851	December 28, 2010
EINSTRUCTION	U.S.	3,761,039	March 16, 2010
INTERWRITE DUALBOARD	U.S.	3,674,249	August 25, 2009
INTERWRITE MOBI	U.S.	3,710,051	November 10, 2009
VCLICKER	U.S.	3,756,108	March 2, 2010

Trademark

Applications:

<u>Mark</u>	<u>Jurisdiction</u>	<u>Application No.</u>	<u>Date Filed</u>
INSIGHT 360	U.S.	85,458,420	10-27-2011
MOBI 360	U.S.	85,458,423	10-27-2011

The Trademark Security Agreement dated as of May 14, 2012, by General Electric Capital Corporation in favor of Agent, which was recorded with the USPTO on May 29, 2012 at Reel 4790, Frame 0572.

REGISTERED TRADEMARKS

EXAMVIEW; U.S. Registration No. 2,307,994; Registered 1-11-2000

MINDPOINT; U.S. Registration No. 2,793,124; Registered 12-09-2003

LESSONVIEW; U.S. Registration No. 2,915,281; Registered 12-28-2004

The Trademark Security Agreement dated as of May 14, 2012, by General Electric Capital Corporation and in favor of Agent, which was recorded with the USPTO on May 29, 2012 at Reel 4790, Frame 0687.

TRADEMARK REGISTRATION/APPLICATION NUMBERS

Marks

<u>Registered Trademark</u>	<u>Jurisdiction</u>	<u>Registration No.</u>	<u>Date Filed</u>	<u>IP licenses or other rights granted</u>
DRAWINGBOARD	USA	3,241,825	Registered effective May 15, 2007.	
GTCO CALCOMP	USA	3,213,230	Registered February 27, 2007.	
INTERWRITE	USA	2,760,355	Registered September 2, 2003.	
INTERWRITE & DESIGN	USA	2,573,771	Registered May 28, 2002. (Registration will be cancelled in 2008.)	
INTERWRITE CRICKET	USA	77/131,492	Published September 18, 2007.	
IINTERWRITE LEARNING & DESIGN	USA	77/037,198	Notice of Allowance issued November 27, 2007.	
IINTERWRITE LEARNING & DESIGN	USA	77/037,198	Published September 4, 2007.	
INTERWRITE LEARNING	USA	77/037,199	Notice of Allowance issued November 27, 2007.	
INTERWRITE MAKEOVER	USA	77/271,638	Filed September 5, 2007.	
INTERWRITE MEETING PAD	USA	2,677,778	Registered January 21, 2003.	
INTERWRITE MEETINGBOARD	USA	2,818,849	Registered March 2, 2004.	

INTERWRITE PRS	USA	3342042	Registered effective November 20, 2007.
INTERWRITE PRS RF	USA	3342043	Registered effective November 20, 2007.
INTERWRITE RESPONSE	USA	77/098,588	Published for opposition on October 9, 2007 for 30 days. Date not yet set. (Disclaimer of exclusive rights to "Response" apart from the mark as a whole.)
INTERWRITE SCHOOLBOARD	USA	2,760,354	Registered September 2, 2003.
INTERWRITE SCHOOLPAD	USA	3,213,292	Registered February 27, 2007.
INTERWRITE WORKSPACE	USA	77/098,589	Notice of Allowance issued December 11, 2007
FREEPOINT 3D	USA	2,086,925	Registration term ended August 12, 2007. Registration will be cancelled.
QUIKRULER	USA	1,880,415	Registered February 28, 1995.
SMART MENU	USA	2,213,649	Registered December 29, 1998.
SUPER L	USA	3,244,406	Registered May 22, 2007.
ROLL-UP	USA	1,894,540	Registered May 16, 1995.
SAC	USA	850,205	Registered June 4, 1968.