

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM325339

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE AND TERMINATION OF TRADEMARK SECURITY AGREEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A.		12/04/2014	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	ITT Educational Services, Inc.		
Street Address:	13000 North Meridian Street		
City:	Carmel		
State/Country:	INDIANA		
Postal Code:	46032		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	4454635	CAREERGENIUS	
Registration Number:	4454597	TECHFUSE	
Registration Number:	4454570	TECHFUSE	
Registration Number:	4454567	CAREERGENIUS	
Serial Number:	85926088	MINDSURF	
Serial Number:	85925389	MINDSURF	
Registration Number:	4284857	BENCHMARK LEARNING	
CORRESPONDENCE DATA			
Fax Number:	2125935955		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-756-2132		
Email:	scott.kareff@srz.com		
Correspondent Name:	S. Kareff c/o Schulte Roth & Zabel LLP		
Address Line 1:	919 Third Avenue		
Address Line 2:	22nd floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	014951-1501		
NAME OF SUBMITTER:	Scott Kareff (014951-1501)		

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TRADEMARK

SIGNATURE:	/kc for sk/
DATE SIGNED:	12/05/2014
Total Attachments: 4 source=Trademark Termination for JPMorgan - ITT Educational Services, Inc#page1.tif source=Trademark Termination for JPMorgan - ITT Educational Services, Inc#page2.tif source=Trademark Termination for JPMorgan - ITT Educational Services, Inc#page3.tif source=Trademark Termination for JPMorgan - ITT Educational Services, Inc#page4.tif	

**RELEASE AND TERMINATION
OF
TRADEMARK SECURITY AGREEMENT**

December 4, 2014

KNOW ALL MEN BY THESE PRESENTS, that a certain Grant of Security Interest in Trademark Rights, dated as of July 18, 2014 (the "Trademark Security Agreement") was executed by ITT Educational Services, Inc. (the "Grantor"), covering (i) the Grantor's trademarks (including service marks), and the registrations and applications for registration thereof, including the foregoing listed on Schedule 1 annexed hereto and made a part hereof, and the goodwill of the business symbolized by the foregoing; (ii) all renewals of the foregoing; (iii) all income, royalties, damages, and payments now or hereafter due or payable with respect thereto, including, without limitation, damages, claims, and payments for past and future infringements thereof; (iv) all rights to sue for past, present, and future infringements of the foregoing, including the right to settle suits involving claims and demands for royalties owing; and (v) all rights corresponding to any of the foregoing under applicable law (collectively, the "Trademark Collateral") in favor of JPMorgan Chase Bank, N.A. (the "Secured Party"), and recorded with the United States Patent and Trademark Office on October 30, 2014 at Reel 5391 Frame 0231. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Trademark Security Agreement.

The Grantor has requested and the Secured Party has agreed to release the Trademark Collateral and discharge the Trademark Security Agreement.

The Secured Party hereby releases all its right, title and interest in the Trademark Collateral which was pledged, mortgaged and set over or otherwise made subject to a lien to the Secured Party by the Grantor pursuant to the Trademark Security Agreement and terminates the Trademark Security Agreement.

This agreement shall be governed by and construed and enforced in accordance with the provisions regarding choice of law and venue set forth in Section 5.8 of the Security Agreement dated as of July 18, 2014 between the Grantor and the Administrative Agent, and such provisions are incorporated herein by this reference.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Release and Termination as of the date written above.

JPMORGAN CHASE BANK, N.A.

By: RB
Name: Richard Barrett
Title: Associate

[ITT - ITT Trademark Termination]

**SCHEDULE 1
TO
RELEASE AND TERMINATION OF
TRADEMARK SECURITY AGREEMENT**

SCHEDULE 1

Name of Owner	Mark	Registration Number
ITT Educational Services, Inc. (successor by merger to Cable Holdings, LLC)	CAREERGENIUS & DESIGN	4,454,635
ITT Educational Services, Inc. (successor by merger to Cable Holdings, LLC)	TECHFUSE STYLIZED	4,454,597
ITT Educational Services, Inc. (successor by merger to Cable Holdings, LLC)	TECHFUSE	4,454,570
ITT Educational Services, Inc. (successor by merger to Cable Holdings, LLC)	CAREERGENIUS	4,454,567
ITT Educational Services, Inc. (successor by merger to Cable Holdings, LLC)	MINDSURF & DESIGN	Application #85/926,088
ITT Educational Services, Inc. (successor by merger to Cable Holdings, LLC)	MINDSURF	Application #85/925,389
ITT Educational Services, Inc. (successor by merger to Cable Holdings, LLC)	BENCHMARK LEARNING	4,284,857