

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM325338

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:	ESI Service Corp.
Street Address:	13000 North Meridian Street
City:	Carmel
State/Country:	INDIANA
Postal Code:	46032
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3026080	SI
Registration Number:	3026091	SE
Registration Number:	3033847	SD
Registration Number:	3033846	SB
Registration Number:	3033845	SJ
Registration Number:	3325400	SH
Serial Number:	85233202	BRECKINRIDGE SCHOOL OF NURSING
Serial Number:	85490669	BRECKINRIDGE SCHOOL OF NURSING AND HEALT
Serial Number:	85577769	BRECKINRIDGE COLLEGE
Serial Number:	85824225	EARLY CAREER ACADEMY

CORRESPONDENCE DATA

Fax Number: 2125935955

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.

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

TRADEMARK

Address Line 4:	New York, NEW YORK 10022
ATTORNEY DOCKET NUMBER:	014951-1501
NAME OF SUBMITTER:	Scott Kareff (014951-1501)
SIGNATURE:	/kc for sk/
DATE SIGNED:	12/05/2014
Total Attachments: 4 source=Trademark Termination for JPMorgan - ESI#page1.tif source=Trademark Termination for JPMorgan - ESI#page2.tif source=Trademark Termination for JPMorgan - ESI#page3.tif source=Trademark Termination for JPMorgan - ESI#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 ESI Service Corp. (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 July 31, 2014 at Reel 5334 Frame 0269. 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: RM
Name: Richard Baratt
Title: Associate

[ITT - ESI Trademark Termination]

TRADEMARK
REEL: 005414 FRAME: 0894

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

SCHEDULE 1

Name of Owner	Mark	Registration Number
ESI Service Corp.	SI AND DESIGN	3,026,080
ESI Service Corp.	SE AND DESIGN	3,026,091
ESI Service Corp.	SD AND DESIGN	3,033,847
ESI Service Corp.	SB AND DESIGN	3,033,846
ESI Service Corp.	SJ AND DESIGN	3,033,845
ESI Service Corp.	SH AND DESIGN	3,325,400
ESI Service Corp.	BRECKINRIDGE SCHOOL OF NURSING	Application #85/233,202
ESI Service Corp.	BRECKINRIDGE SCHOOL OF NURSING AND HEALTH SCIENCES	Application #85/490,669
ESI Service Corp.	BRECKINRIDGE COLLEGE	Application #85/577,769
ESI Service Corp.	EARLY CAREER ACADEMY	Application #85/824,225