

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM343057

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest Recorded at Reel/Frame 4996/0329		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CapitalSouth Partners SBIC Fund III, L.P.		05/29/2015	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	Bay Group International, Inc.		
Street Address:	2200 Larkspur Landing Circle		
City:	Larkspur		
State/Country:	CALIFORNIA		
Postal Code:	94939		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 29			
Property Type	Number	Word Mark	
Registration Number:	3921743	100MINUTES	
Registration Number:	1939386	BAYGROUP INTERNATIONAL	
Registration Number:	4098814	BAYGROUP INTERNATIONAL	
Registration Number:	3682208	BGIONDEMAND	
Registration Number:	3882039	BGIWEBCOACH	
Registration Number:	1729257	CONSTRUCTIVE CONTENTION	
Registration Number:	1743639	CONSTRUCTIVE CONTENTION	
Registration Number:	2396767	TENSION BREAKTHROUGH: CREATIVE SELF-INTE	
Registration Number:	2396769	WINNING IN PRICE NEGOTIATIONS	
Registration Number:	2396764	WINNING INSURANCE NEGOTIATIONS	
Registration Number:	1729256	CONSTRUCTIVE CONTENTION	
Registration Number:	1748928	CONSTRUCTIVE CONTENTION	
Registration Number:	2939745	EMAILCOACH	
Registration Number:	2932116	EMAIL COACH	
Registration Number:	4196179	EXECUTING PROFITABLE GROWTH	
Registration Number:	3204735	EXECUTING SALES STRATEGY	
Registration Number:	2396766	FIND THE HIGHER BUSINESS PURPOSE FOSTER	
Registration Number:	2396765	FULLY ENGAGED CONSTRUCTIVE CONTENTION EX	
Registration Number:	2396763	MAKING THE CUSTOMER TEAM WORK	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	2334371	MANAGEMENT REINFORCEMENT TOOLKIT
Registration Number:	3817381	SHOOTING STAR
Registration Number:	2337265	SITUATIONAL CLAIMS NEGOTIATION
Registration Number:	1565292	SITUATIONAL NEGOTIATION SKILLS
Registration Number:	3909772	SITUATIONAL NEGOTIATION SKILLS
Registration Number:	2337266	SITUATIONAL SALES NEGOTIATION
Registration Number:	2945914	SSN2: NEGOTIATING VALUE
Registration Number:	2396768	TENSION BREAKTHROUGH: CREATIVE MAKE TRAD
Serial Number:	85678883	SHOOTING STAR
Serial Number:	85570801	BAYGROUPOP

CORRESPONDENCE DATA

Fax Number: 2149813400

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: 214-981-3483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin LLP

Address Line 2: 2001 Ross Avenue, Suite 3600

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER: 60665-30080

NAME OF SUBMITTER: Dusan Clark

SIGNATURE: /Dusan Clark/

DATE SIGNED: 06/01/2015

Total Attachments: 5

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this “Release”) is made as of May 29, 2015 (“Effective Date”) by CAPITALSOUTH PARTNERS SBIC FUND III, L.P., in its capacity as collateral agent for the Lenders (as defined in the Trademark Security Agreement, defined below) (the “Agent”) in favor of BAY GROUP INTERNATIONAL, INC., a California corporation (the “Grantor”). Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Purchase Agreement (as defined below).

WHEREAS, Grantor and the Agent entered into that certain Securities Purchase Agreement, by and between Grantor and the Lenders, dated March 25, 2013 (as amended and/or restated, the “Purchase Agreement”), wherein Grantor granted to the Agent a continuing security interest in and to, and Lien on, certain assets of Grantor;

WHEREAS, pursuant to the Purchase Agreement, that certain Trademark Security Agreement, dated March 25, 2013 (the “Trademark Security Agreement”) was (a) entered into by Grantor and the Agent to record the security interest with respect to the Trademark Collateral (as defined in the Trademark Security Agreement), including, without limitation, those items set forth on Schedule A hereto, and (b) recorded with the United States Patent and Trademark Office on April 2, 2013, at Reel 4996, Frame 0329; and

WHEREAS, Grantor and Agent have agreed to a specific release of the security interest granted and recorded against the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby (i) terminates the Trademark Security Agreement, other than with respect to any indemnification or other provisions therein which expressly survive the payment in full of the Obligations and termination of the Trademark Security Agreement, and releases and re-assigns to Grantor any and all liens, security interests, right, title and interest it may have in, to and under the Trademark Collateral, including, without limitation, those items set forth on Schedule A hereto, together with the goodwill of the business symbolized thereby; (ii) agrees that it shall execute all other documents and do all other acts reasonably requested by Grantor to relinquish and effect the release of such rights to Grantor; *provided that* all such documents shall be prepared, delivered, filed and recorded, and all such acts shall be done, in each case, at Grantor’s expense; and (iii) authorizes and requests that the United States Patent and Trademark Office note and record the release hereby given and any other filings necessary to evidence the release and termination of the Agent’s rights under the Trademark Security Agreement with respect to the Trademark Collateral.

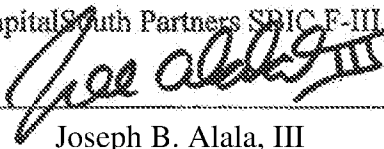
This Release shall be governed by, and construed and interpreted in accordance with, the laws of the State of North Carolina.

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IN WITNESS WHEREOF, the Agent has caused this Release to be executed by its duly authorized representative effective as of the Effective Date.

CAPITALSOUTH PARTNERS SBIC FUND III, L.P.

By: CapitalSouth Partners SBIC F-III LLC, its General Partner

By: 

Name: Joseph B. Alala, III

Title: President and CEO

SCHEDULE A
TRADEMARKS AND LICENSES

Marks

U.S. Registration No.	Filing Date	Issue Date	Applicant Name	Mark
3,921,743	Nov. 30, 2009	Feb. 22, 2011	BAY GROUP INTERNATIONAL, INC.	100 MINUTES
1,939,386	June 17, 1994	Dec. 5, 1995	BAY GROUP INTERNATIONAL	BAY GROUP INTERNATIONAL
4,098,814	June 29, 2008	Feb. 14, 2012	BAY GROUP INTERNATIONAL	BAY GROUP INTERNATIONAL
3,682,208	Aug. 13, 2008	Sep. 15, 2009	BAY GROUP INTERNATIONAL, INC.	BGIONDEMAND
3,882,039	June 3, 2008	Nov. 30, 2010	BAY GROUP INTERNATIONAL, INC.	BGIWEBCOACH
1,729,257	April 29, 1991	Nov. 3, 1992	BAY GROUP, THE	CONSTRUCTIVE CONTENTION
1,743,639	April 29, 1991	Dec. 29 1992	BAY GROUP, THE	CONSTRUCTIVE CONTENTION

U.S. Registration No.	Filing Date	Issue Date	Applicant Name	Mark
2,396,767	April. 6, 1996	Oct. 24, 2000	BAY GROUP INTERNATIONAL, INC.	TENSION BREAKTHROUGH & Design
2,396,769	Apr. 6, 1998	Oct. 24, 2000	BAY GROUP INTERNATIONAL, INC.	Winning in Price Negotiations

2,396,764	Apr. 6, 1998	Oct. 24, 2000	BAY GROUP INTERNATIONAL, INC.	Winning Insurance Negotiations
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U.S. Registration No.	Filing Date	Issue Date	Applicant Name	Mark
1,729,256	April 29, 1991	Nov. 3, 1992	BAY GROUP, THE	CONSTRUCTIVE CONTENTION
1,748,928	April 29, 1991	Jan. 26, 1993	BAY GROUP, THE	CONSTRUCTIVE CONTENTION
2,939,745	Sep. 19, 2003	Apr. 12, 2005	BAY GROUP INTERNATIONAL, INC.	EMAILCOACH
2,932,116	Sep. 18, 2003	Mar. 8, 2005	BAY GROUP INTERNATIONAL, INC.	EMAILCOACH
4,196,179	Feb. 13, 2012	Aug. 21, 2012	BAY GROUP INTERNATIONAL, INC.	EXECUTING PROFITABLE GROWTH
3,204,735	May 2, 2005	Jan. 30, 2007	BAY GROUP INTERNATIONAL, INC.	EXECUTING SALES STRATEGY
2,396,766	Apr. 6, 1998	Oct. 24, 2000	BAY GROUP INTERNATIONAL, INC.	FIND THE HIGHER BUSINESS PURPOSE & Design

U.S. Registration No.	Filing Date	Issue Date	Applicant Name	Mark
2396765	Apr. 6, 1998	Oct. 24, 2000	BAY GROUP INTERNATIONAL, INC.	FULLY ENGAGED CONSTRUCTIVE CONTENTION (& Design)
2396763	Apr. 6, 1998	Oct. 24, 2000	BAY GROUP INTERNATIONAL, INC.	Making the Customer Team Work

2334371	Apr. 6, 1998	Mar. 28, 2000	BAY GROUP INTERNATIONAL, INC.	Management Reinforcement Toolkit
3817381	Nov. 19, 2009	July 13, 2010	BAY GROUP INTERNATIONAL, INC.	SHOOTING STAR
2337265	Apr. 6, 1998	Apr. 4, 2000	BAY GROUP INTERNATIONAL, INC.	Situational Claims Negotiation
1565292	Jan. 26, 1989	Nov. 7, 1989	BAY GROUP INC. ,THE	Situational Negotiation Skills
3909722	June 18, 2009	Jan. 25, 2011	BAY GROUP INC. ,THE	SITUATIONAL NEGOTIATION SKILLS
2337266	Apr. 6, 1998	Apr. 4, 2000	BAY GROUP INTERNATIONAL, INC.	Situational Sales Negotiation
2945914	Sep. 18, 2003	May 3, 2005	BAY GROUP INTERNATIONAL, INC.	SSN2: NEGOTIATING VALUE
2396768	Apr. 6, 1998	Oct. 24, 2000	BAY GROUP INTERNATIONAL, INC.	TENSION BREAKTHROUGH and Design

Debtor has licensed the trademark rights to the "Culture in the Workplace™ Questionnaire" pursuant to that certain License Agreement dated January 1, 2009, by and between ITAP Americas, Inc., and Debtor.

Pending Trademark Applications

Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
SHOOTING STAR	85/678,883	07-17-2012	Pending	Pending
BAYGROUPOPOM	85/570,801	03-15-2012	Pending	Pending