

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM352459

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Intellectual Property Security Agreement		
SEQUENCE:	2		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation, as Retiring Agent		08/21/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Antares Capital LP, as Successor Agent		
Street Address:	500 West Monroe Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	4186680	FORTIS	
Registration Number:	3528625	FORTIS COLLEGE	
Registration Number:	4116494	MEDICAL OFFICE BASIC X-RAY TECHNICIAN	
Registration Number:	3765196	SCRUBS FOR A CAUSE	
Registration Number:	3633004	ACCESS MEDVANCE	
Registration Number:	3455092	ADVANCE YOUR LIFE IN ABOUT A YEAR	
Registration Number:	3672943		
Registration Number:	3704646		
Registration Number:	3459840	LEADING HEALTHCARE CAREER TRAINING	
Registration Number:	3672491	MEDVANCE	
Registration Number:	2548056	MEDVANCE INSTITUTE	
Registration Number:	3497952	MEDVANCE INSTITUTE	
Registration Number:	3984644	ASPE	
CORRESPONDENCE DATA			
Fax Number:	7147558290		
<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>			

OP \$340.00 4186680

Phone: 714-540-1235
Email: ipdocket@lw.com
Correspondent Name: Latham & Watkins LLP
Address Line 1: 650 Town Center Drive, Suite 2000
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	025646-0000 (ATLAS)
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NAME OF SUBMITTER:	Anna T Kwan
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SIGNATURE:	/atk/
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DATE SIGNED:	08/24/2015
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Total Attachments: 6

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**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this “Assignment”), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, “GECC”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “Retiring Agent”) and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “Antares”), acting in its capacity as the successor administrative agent (in such capacity, the “Successor Agent”).

RECITALS:

WHEREAS, Education Affiliates Inc., KIMC Investments, Inc., RETS Tech Center, Inc., Virginia School of Technology, Inc., Capps College, Inc., and Career Consultants, Inc., as Grantors, and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “Agreements”) covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

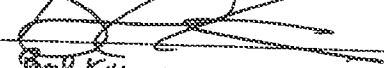
This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.


RETIRING AGENT:

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By: 
Name: Brad Kimme
Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: 
Name: Brad Kimme
Title: Duly Authorized Signatory

[Signature Page to Assignment of Intellectual Property Security Agreement]

EXHIBIT A

1. Trademark Security Agreement recorded with the United States Patent and Trademark Office on December 15, 2009 at Reel 004114, Frame 0571.
2. After-Acquired Supplemental Trademark Security Agreement recorded with the United States Patent and Trademark Office on June 26, 2015 at Reel 5563, Frame 0133
3. After-Acquired Supplemental Trademark Security Agreement recorded with the United States Patent and Trademark Office on June 26, 2015 at Reel 5563, Frame 0103
4. After-Acquired Supplemental Trademark Security Agreement recorded with the United States Patent and Trademark Office on June 26, 2015 at Reel 5563, Frame 0085
5. Copyright Security Agreement mailed to the United States Copyright Office on December 15, 2009 at Microfilm No. [].
6. After-Acquired Supplemental Copyright Security Agreement mailed to the United States Copyright Office on June 26, 2015 at Microfilm No. [].



[Exhibit A to Assignment of Intellectual Property Security Agreement]

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TRADEMARK
REEL: 005606 FRAME: 0788

EXHIBIT B

Trademarks and Trademark Licenses

Grantor	Trademark	Filing Date	Owned/Licensed	Trademark Registration Number
Education Affiliates Inc.	FORTIS	08/07/2012	Owned	4186680
Education Affiliates Inc.	FORTIS COLLEGE	11/04/2008	Owned	3528625
Education Affiliates, Inc.	MEDICAL OFFICE BASIC X-RAY TECHNICIAN	03/20/2012	Owned	4116494
KIMC Investments, Inc.	SCRUBS FOR A CAUSE	03/23/2010	Owned	3765196
KIMC Investments, Inc.	ACCESS MEDVANCE	08/06/2008	Owned	3633004
KIMC Investments, Inc.	ADVANCE YOUR LIFE IN ABOUT A YEAR	07/26/2007	Owned	3455092 ¹
KIMC Investments, Inc.	Design Only 	02/19/2009	Owned	3672943
KIMC Investments, Inc.	Design Only 	02/19/2009	Owned	3704646
KIMC Investments,	LEADING HEALTHCAR	07/26/2007	Owned	3459840 ²

1 Cancelled

2 Cancelled

[Exhibit B to Assignment of Intellectual Property Security Agreement]

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TRADEMARK
REEL: 005606 FRAME: 0789

Grantor	Trademark	Filing Date	Owned/Licensed	Trademark Registration Number
Inc.	E CAREER TRAINING			
KIMC Investments, Inc.	MEDVANCE	02/06/2009	Owned	3672491
KIMC Investments, Inc.	MEDVANCE INSTITUTE	11/03/1999	Owned	2548056
KIMC Investments, Inc.	MEDVANCE INSTITUTE 	07/26/2007	Owned	3497952 ³
RETS Tech Center, Inc.	ASPE	06/28/2011	Owned	3984644

3 Cancelled

[Exhibit B to Assignment of Intellectual Property Security Agreement]

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TRADEMARK
REEL: 005606 FRAME: 0790

Copyrights

Grantor	Copyright Title	Copyright Registration Number
Career Consultants	The Search for personnel	TX0001429434
Career Consultants, Inc.	On your way to work: a job search workshop	TX0004036579
All-State Career School, Inc.	“All State Career School student manual: without trucks America stops.”	TX0003364954

[Exhibit B to Assignment of Intellectual Property Security Agreement]

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