

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM353670

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation, as Retiring Agent		09/01/2015	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: 28			
Property Type	Number	Word Mark	
Registration Number:	3921743	100MINUTES	
Registration Number:	4098814	BAYGROUP INTERNATIONAL	
Registration Number:	1939386	BAYGROUP INTERNATIONAL	
Registration Number:	4319863	BAYGROUPOPOM	
Registration Number:	3682208	BGIONDEMAND	
Registration Number:	3882039	BGIWEBCOACH	
Registration Number:	1729257	CONSTRUCTIVE CONTENTION	
Registration Number:	1743639	CONSTRUCTIVE CONTENTION	
Registration Number:	1729256	CONSTRUCTIVE CONTENTION	
Registration Number:	1748928	CONSTRUCTIVE CONTENTION	
Registration Number:	2932116	EMAIL COACH	
Registration Number:	2939745	EMAILCOACH	
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	
Registration Number:	2334371	MANAGEMENT REINFORCEMENT TOOLKIT	
Registration Number:	3817381	SHOOTING STAR	
TRADEMARK			

CH \$715.00 3921743

Property Type	Number	Word Mark
Registration Number:	2337265	SITUATIONAL CLAIMS NEGOTIATION
Registration Number:	3909772	SITUATIONAL NEGOTIATION SKILLS
Registration Number:	1565292	SITUATIONAL NEGOTIATION SKILLS
Registration Number:	2337266	SITUATIONAL SALES NEGOTIATION
Registration Number:	2945914	SSN2: NEGOTIATING VALUE
Registration Number:	2396768	TENSION BREAKTHROUGH: CREATIVE MAKE TRAD
Registration Number:	2396767	TENSION BREAKTHROUGH: CREATIVE SELF-INTE
Registration Number:	2396769	WINNING IN PRICE NEGOTIATIONS
Registration Number:	2396764	WINNING INSURANCE NEGOTIATIONS

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:	17158-10560
NAME OF SUBMITTER:	Dusan Clark
SIGNATURE:	/Dusan Clark/
DATE SIGNED:	09/02/2015

Total Attachments: 7

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**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this “**Assignment**”), dated as of September 1, 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, Bay Group International, Inc., as “**Grantor**”, 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, including those set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among, inter alia, 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 Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By: 
Name: CHRISTOPHER CLEGG
Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

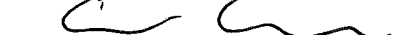
By: 
Name: CHRISTOPHER CLEGG
Title: Duly Authorized Signatory

EXHIBIT A

Short Form Intellectual Property Security Agreement (Copyright Security Agreement), dated as of May 29, 2015, by and between Bay Group International, Inc. and General Electric Capital Corporation, and filed with the United States Copyright Office on July 28, 2015.

Short Form Intellectual Property Security Agreement (Trademark Security Agreement), dated as of May 29, 2015, by and between Bay Group International, Inc. and General Electric Capital Corporation, and filed with the United States Patent and Trademark Office on June 1, 2015 at Reel 5527, Frame 0693.

EXHIBIT B

United States Copyright Registrations

Registered owner/ Grantor	Title of Work	Registration No.
Bay Group International, Inc.	Constructive Contention : harnessing differences for organizational renewal.	TX0003627530
Bay Group International, Inc.	Situational negotiation skills.	TX0003768310
Bay Group International, Inc.	Situational negotiation skills : participant's workbook.	TX0003768311
Bay Group International, Inc.	Making the customer team work.	TX0004759801
Bay Group International, Inc.	Management reinforcement toolkit	TX0004759796
Bay Group International, Inc.	Negotiating to win.	TX0004759803
Bay Group International, Inc.	Negotiating with suppliers.	TX0004759798
Bay Group International, Inc.	Situational Claims Negotiation : property and liability.	TX0004834014
Bay Group International, Inc.	Situational sales negotiation.	TX0004759797
Bay Group International, Inc.	Situational sales negotiation	TX0004759800
Bay Group International, Inc.	Winning in Price Negotiations.	TX0004759601
Bay Group International, Inc.	Winning insurance negotiations.	TX0004759802

United States Trademark Registrations and Trademark Applications

Registered owner/ Grantor	Trademark	Registration No. or Application No.
BAY GROUP INTERNATIONAL,	100MINUTES	3921743

B-1

Assignment of Intellectual Property Security Agreement –
Bay Group International, Inc.

TRADEMARK
REEL: 005614 FRAME: 0908

Registered owner/ Grantor	Trademark	Registration No. or Application No.
BAY GROUP INTERNATIONAL,	BAYGROUP INTERNATIONAL	4098814
BAY GROUP INTERNATIONAL, INC.	BAYGROUP INTERNATIONAL (stylized)	1939386
BAY GROUP INTERNATIONAL, INC.	BAYGROUPOP	4319863
BAY GROUP INTERNATIONAL, INC.	BGIONDEMAND	3682208
BAY GROUP INTERNATIONAL, INC.	BGIWEBCOACH	3882039
BAY GROUP INTERNATIONAL, INC.	CONSTRUCTIVE CONTENTION (DESIGN)	1729257
BAY GROUP INTERNATIONAL, INC.	CONSTRUCTIVE CONTENTION (DESIGN)	1743639
BAY GROUP INTERNATIONAL,	CONSTRUCTIVE CONTENTION (stylized)	1729256
BAY GROUP INTERNATIONAL, INC.	CONSTRUCTIVE CONTENTION (stylized)	1748928
BAY GROUP INTERNATIONAL, INC.	EMAIL COACH	2932116
BAY GROUP INTERNATIONAL, INC.	EMAILCOACH (DESIGN)	2939745
BAY GROUP INTERNATIONAL, INC.	EXECUTING PROFITABLE GROWTH	4196179
BAY GROUP INTERNATIONAL, INC.	EXECUTING SALES STRATEGY	3204735
BAY GROUP INTERNATIONAL, INC.	FIND THE HIGHER BUSINESS PURPOSE FOSTER CREATIVE SOLUTIONS MAXIMIZE INFORMATION FLOW MAINTAIN MUTUAL	2396766

Registered owner/ Grantor	Trademark	Registration No. or Application No.
BAY GROUP INTERNATIONAL, INC.	FULLY ENGAGED CONSTRUCTIVE CONTENTION EXCESS CONVICTION BECOMES "FIGHT" EXCESS COOPERATION BECOME...	2396765
BAY GROUP INTERNATIONAL, INC.	MAKING THE CUSTOMER TEAM WORK (stylized)	2396763
BAY GROUP INTERNATIONAL, INC.	MANAGEMENT REINFORCEMENT TOOLKIT (stylized)	2334371
BAY GROUP INTERNATIONAL, INC.	SHOOTING STAR	3817381
BAY GROUP INTERNATIONAL, INC.	SITUATIONAL CLAIMS NEGOTIATION (stylized)	2337265
BAY GROUP INTERNATIONAL, INC.	SITUATIONAL NEGOTIATION SKILLS	3909772
BAY GROUP INTERNATIONAL, INC.	SITUATIONAL NEGOTIATION SKILLS (stylized)	1565292
BAY GROUP INTERNATIONAL, INC.	SITUATIONAL SALES NEGOTIATION (stylized)	2337266
BAY GROUP INTERNATIONAL, INC.	SSN2: NEGOTIATING VALUE	2945914
BAY GROUP INTERNATIONAL, INC.	TENSION BREAKTHROUGH: CREATIVE MAKE TRADES MAKE DEMANDS SELF- INTEREST: COMPETITIVE PROPOSE CONDITIONALLY TEST AND SUMMARIZE ASK OPEN QUESTIONS RELATIONSHIP:COLL ABORATIVE	2396768

Registered owner/ Grantor	Trademark	Registration No. or Application No.
BAY GROUP INTERNATIONAL, INC.	TENSION BREAKTHROUGH: CREATIVE SELF- INTEREST: COMPETITIVE RELATIONSHIP: COLLABORATIVE (DESIGN)	2396767
BAY GROUP INTERNATIONAL, INC.	WINNING IN PRICE NEGOTIATIONS (stylized)	2396769
BAY GROUP INTERNATIONAL, INC.	WINNING INSURANCE NEGOTIATIONS (stylized)	2396764