

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM484112

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GOLDMAN SACHS PRIVATE MIDDLE MARKET CREDIT LLC, AS AGENT		07/31/2018	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	PROCARE SOFTWARE, LLC
Street Address:	1 West Main St. Suite 201
City:	Medford
State/Country:	OREGON
Postal Code:	97501
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	4992712	PROCARECLOUD
Registration Number:	4992713	PROCARE CLOUD
Registration Number:	4831162	YOU CARE WE CARE PROCARE
Registration Number:	4190173	TUITION EXPRESS
Registration Number:	3647406	PROCARE SOFTWARE
Registration Number:	3515482	PROCARE SOFTWARE "FOLLOW THE LEADER"
Registration Number:	2865855	TUITION EXPRESS
Serial Number:	86788205	MYPROCARE
Serial Number:	87118720	PROCAREPAY

CORRESPONDENCE DATA

Fax Number: 6175269899

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: 6175269628

Email: cslattery@proskauer.com

Correspondent Name: Christine Slattery

Address Line 1: Proskauer Rose LLP

Address Line 2: One International Place, 23rd Floor

Address Line 4: Boston, MASSACHUSETTS 02110

TRADEMARK

ATTORNEY DOCKET NUMBER:	32868 / 045
NAME OF SUBMITTER:	Christine Slattery
SIGNATURE:	/Christine Slattery/
DATE SIGNED:	07/31/2018
Total Attachments: 4 source=GSProCare Release of Trademark Security Agreement#page1.tif source=GSProCare Release of Trademark Security Agreement#page2.tif source=GSProCare Release of Trademark Security Agreement#page3.tif source=GSProCare Release of Trademark Security Agreement#page4.tif	

RELEASE OF TRADEMARK SECURITY AGREEMENT

THIS RELEASE (this “Release”) dated as of July 31, 2018 (“Effective Date”) is made by GOLDMAN SACHS PRIVATE MIDDLE MARKET CREDIT LLC, a Delaware limited liability company, acting in its capacity as Agent for the Lenders party to the Term Loan Agreement (in such capacity, the “Agent”). Capitalized terms used but not defined herein shall have the same meanings assigned to such terms in the Trademark Security Agreement (as defined below).

WHEREAS, PROCARE SOFTWARE, LLC, a Delaware limited liability company with an address of 1 West Main St. Suite 201, Medford, Oregon 97501 (the “Grantor”) and Agent are parties to that certain Guarantee and Collateral Agreement dated as of September 30, 2016 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”);

WHEREAS, pursuant to the Collateral Agreement, Grantor and Agent were parties to Trademark Security Agreement, dated as of September 30, 2016 (as amended, supplemented or modified and in effect from time to time, the “Trademark Security Agreement”);

WHEREAS, pursuant to the Trademark Security Agreement, which was recorded in the records of the United States Patent and Trademark Office on October 6, 2016 at Reel 5894, Frame 0391, the Grantor granted to the Agent, for the benefit of the Secured Parties, a security interest in Grantor’s entire right, title and interest in and to the following (collectively the “Trademark Collateral”) (i) each Trademark set forth on the attached **Schedule A**, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark and (ii) all products and proceeds of the foregoing, including without limitation any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark included in the Trademark Collateral, or (b) injury to the goodwill associated with any such Trademark;

WHEREAS, the Grantor has requested and the Agent has agreed to provide a document suitable for recording in the United States Patent and Trademark Office evidencing and effecting the release, relinquishment and discharge of its security interest in the Trademark Collateral.


NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Agent does hereby, on behalf of itself and the Secured Parties, (a) terminate the Trademark Security Agreement, (b) release and terminate in its entirety, relinquish and discharge any liens or security interests the Agent or any Secured Party may have in, to or under the Trademark Collateral pursuant to the Trademark Security Agreement including those trademarks set forth on the attached **Schedule A**, and (c) discharge, quitclaim and relinquish to the Grantor, and reassign, grant and convey to the Grantor any and all rights, title and interest the Agent or any Secured Party may have in, to or under the Trademark Collateral pursuant to the Trademark Security Agreement.

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

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

**GOLDMAN SACHS PRIVATE MIDDLE
MARKET CREDIT LLC, as Agent**

A handwritten signature in black ink, appearing to read 'JL', is written over a horizontal line.

By: _____
Name: Jonathan Lamm
Title: Authorized Signatory

SCHEDULE A

Trademark Collateral

U.S. Federal Trademark Registrations/Applications

Trademark Registrations

Mark	Application No.	Application Date	Registration No.	Registration Date
PROCARECLOUD	86810624	11/5/15	4992712	7/5/16
PROCARE CLOUD	86810646	11/5/15	4992713	7/5/16
YOU CARE WE CARE PROCARE	86551520	3/3/15	4831162	10/13/15
TUITION EXPRESS	85502643	12/22/11	4190173	8/14/12
PROCARE SOFTWARE	77632986	12/15/08	3647406	6/30/09
PROCARE SOFTWARE "FOLLOW THE LEADER"	77404288	2/22/08	3515482	10/14/08
TUITION EXPRESS	78310320	10/7/03	2865855	7/20/04

Trademark Applications

Trademark	Application Number	Filing Date
MYPROCARE	86788205	October 14, 2015
PROCAREPAY	87118720	July 27, 2016