

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM855464

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ICG Debt Administration LLC		11/20/2023	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	Becker Professional Development Corporation		
Street Address:	399 S Spring Avenue		
City:	St. Louis		
State/Country:	MISSOURI		
Postal Code:	63110		
Entity Type:	Corporation: DELAWARE		
Name:	OCL Financial Services LLC		
Street Address:	399 S Spring Avenue		
City:	St. Louis		
State/Country:	MISSOURI		
Postal Code:	63110		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 26			
Property Type	Number	Word Mark	
Registration Number:	3792821	THE BECKER PROMISE	
Registration Number:	3797392	BECKER PROFESSIONAL EDUCATION	
Registration Number:	3804616	BECKER PROFESSIONAL EDUCATION	
Registration Number:	3823222	BECKER NAVIGATOR	
Registration Number:	4868505	ACCOUNTINGMASTER	
Registration Number:	2156555	BECKER CPA REVIEW	
Registration Number:	2160247	BECKER	
Registration Number:	5581066	ACCOUNTINGMASTER	
Registration Number:	3601875	BECKER FASTPASS	
Registration Number:	3602482	FASTPASS	
Registration Number:	6412004	BECKER+	
Registration Number:	6412005	BECKER+	
Registration Number:	3585206	PROSCHOOLS	

OP \$665.00 3792821

Property Type	Number	Word Mark
Registration Number:	2840332	TRAININGPRO
Registration Number:	3992869	WE'RE ALL ABOUT YOU.
Registration Number:	3699891	ARTISAN
Registration Number:	5826841	PRAEDO
Registration Number:	5901840	ONCOURSE DIRECT
Registration Number:	6050894	ONCOURSE DIRECT
Registration Number:	5901842	ONCOURSE DIRECT EXPRESS
Registration Number:	5953507	PREP XL
Registration Number:	5953508	PREPXL
Registration Number:	6050895	COMPLIANCEKEEPER
Registration Number:	5890308	COMPLIANCEKEEPER
Serial Number:	97206063	ONCOURSE LEARNING
Serial Number:	97206295	

CORRESPONDENCE DATA

Fax Number: 2033255001

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: 2033255049

Email: mholmes@fdh.com

Correspondent Name: Matthew Holmes

Address Line 1: Six Landmark Square

Address Line 2: Floor Six

Address Line 4: Stamford, CONNECTICUT 06901

NAME OF SUBMITTER:	Matthew Holmes
SIGNATURE:	/Matthew Holmes/
DATE SIGNED:	11/22/2023

Total Attachments: 6
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RELEASE OF SECOND LIEN SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECOND LIEN SECURITY INTEREST IN TRADEMARKS (this “Release”), dated as of November 20, 2023 (the “Effective Date”), is made by ICG Debt Administration LLC in its capacity as Administrative Agent and collateral agent (the “Administrative Agent”), in favor of each grantor party identified on the signature page hereto (each, a “Grantor” and collectively, the “Grantors”).

WHEREAS, pursuant to that certain Second Lien Security Agreement, dated as of March 10, 2022, by and among the Administrative Agent, the Grantors and certain other parties thereto (as amended, amended and restated, or otherwise modified from time to time, the “Security Agreement”), the Grantors granted to the Administrative Agent, in its capacity as Administrative Agent and collateral agent, a security interest in and to certain collateral;

WHEREAS, pursuant to the Security Agreement, the Grantors executed and delivered a Second Lien Intellectual Property Agreement, dated as of March 10, 2022 (the “Trademark Security Agreement”), for recordal with the United States Patent and Trademark Office;

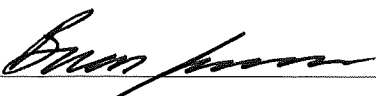
WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on April 1, 2022 at Reel/Frame 7678/0613;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Administrative Agent hereby agrees as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Security Agreement or the Trademark Security Agreement, as applicable.
2. Release. The Administrative Agent, without representation or warranty of any kind, hereby releases, discharges, terminates and cancels all of its security interest in and to the Collateral, including the trademark registrations and applications set forth in Schedule I attached hereto, arising under the Security Agreement and the Trademark Security Agreement. If and to the extent that the Administrative Agent has acquired any right, title or interest in and to the Collateral under the Trademark Security Agreement, the Administrative Agent, without representation or warranty of any kind, hereby re-transfers, re-conveys and re-assigns such right, title or interest to the Grantor.
3. Termination. The Administrative Agent, without representation or warranty of any kind, terminates and cancels the Trademark Security Agreement.
4. Further Assurances. The Administrative Agent agrees to take all further actions, and provide to the Grantor and its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by the Grantor, at the Grantor’s sole cost and expense, to more fully and effectively effectuate the purposes of this Release.
5. Governing Law. This Release shall be governed exclusively under the laws of New York, without regard to conflicts of law or choice of law principles.

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

ICG DEBT ADMINISTRATION LLC, as
Administrative Agent

By: 

Name: Brian Spenner

Title: Authorized Signer

GRANTORS:

Becker Professional Development Corporation
OCL Financial Services LLC



SCHEDULE I

Registered Trademarks

Becker Professional Development Corporation	THE BECKER PROMISE	3792821	77/842072	6-Oct-2009	5/25/10
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION AND DESIGN (BLACK & WHITE LOGO)	3797392	77/764338	19-Jun-2009	6/1/10
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION AND DESIGN (COLOR LOGO)	3804616	77/764328	19-Jun-2009	6/15/10
Becker Professional Development Corporation	BECKER NAVIGATOR	3823222	77/979743	16-Apr-2009	7/20/10
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	9176 (Foreign)	F/TM/O/2014/ 19565	9-Jul-2014	August 7, 2018
Becker Professional Development Corporation	BECKER	2498764 (Foreign)	75/668085	25-Mar-1999	16-Oct-2001
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	301467702 (Foreign)			November 6, 2009
Becker Professional Development Corporation	BECKER	199812034 AA (Foreign)	97/05817	30-Apr-1997	19-Nov-1998
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	884/2014 (Foreign)	TM/T/2014 /88 4	7-Jul-2014	April 28, 2016
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	885/2014 (Foreign)	TM/T/2014 /88 5	7-Jul-2014	April 28, 2016

Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	886/2014 (Foreign)	TM/T/2014 /88 6	7-Jul-2014	April 28, 2016
Becker Professional Development Corporation	BECKER	2661471 (Foreign)	3246417	15-May-2013	July 11, 2014
Becker Professional Development Corporation	BECKER	2661472 (Foreign)	3246419	15-May-2013	July 11, 2014
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	2661473 (Foreign)	3246421	15-May-2013	July 11, 2014
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	2661474 (Foreign)	3246422	15-May-2013	July 11, 2014
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	2661475 (Foreign)	3246423	15-May-2013	July 11, 2014
Becker Professional Development Corporation	BECKER	47842 (Foreign)	47842	29-Oct-1997	07-Oct-1998
Becker Professional Development Corporation	BECKER	2713182 (Foreign)	3246420	15-May-2013	March 10, 2015
Becker Professional Development Corporation	BECKER CPA REVIEW	820585084 (Foreign)	820585084	19-Feb-1998	October 11, 2005
Becker Professional Development Corporation	ACCOUNTING MASTER	4868505	86/977544	17-Dec-2014	December 8, 2015
Becker Professional Development Corporation	Becker Professional Education (Trade Name Registration)	66-9341 (Foreign)	79510209	N/A	December 8, 2016
Becker Professional Development Corporation	BECKER CPA REVIEW	2156555	75/253856	3/7/1997	5/12/1998

Becker Professional Development Corporation	BECKER	2160247	75/251149	2/28/1997	5/26/1998
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	53341 (Foreign)	53341	24-Jan-2014	May 30, 2018
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	53342 (Foreign)	53342	24-Jan-2014	May 30, 2018
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	53343 (Foreign)	53343	24-Jan-2014	May 30, 2018
Becker Professional Development Corporation	BECKER	1930372 (Foreign)	1683084	20-Nov-2015	September 27, 2018
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	1932362 (Foreign)	1683088	20-Nov-2015	October 4, 2018
Becker Professional Development Corporation	ACCOUNTING MASTER	5581066	86/482781	17-Dec-2014	October 9, 2018
Becker Professional Development Corporation	BECKER	41-0048235 (Foreign)	96-16130	27-Dec-1996	20-Oct-1998
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	365616 (Foreign)	365616	2-Jul-2014	October 30, 2018
Becker Professional Development Corporation	BECKER FASTPASS	3601875	77/553963	22-Aug-2008	April 7, 2009
Becker Professional Development Corporation	FASTPASS	3602482	77/614703	14-Nov-2008	April 7, 2009
Becker Professional Development Corporation	BECKER PROFESSIONAL EDUCATION	607691 (Foreign)	56870/2010	02-Jul-2010	November 8, 2010

Becker Professional Development Corporation	BECKER	TMA53201 2 (Foreign)	846227	27-May-1997	31-Aug-2000
Becker Professional Development Corporation	BECKER+	6412004	88/585,825	20-Aug-2019	6-Jul-2021
Becker Professional Development Corporation	BECKER+	6412005	88/585,865	20-Aug-2019	6-Jul-2021
OCL Financial Services LLC	PROSCHOOLS	3585206	77/109,986	February 16, 2007	March 10, 2009
OCL Financial Services LLC		2840332	78/252,270	May 20, 2003	May 11, 2004
OCL Financial Services LLC	WE'RE ALL ABOUT YOU	3992869 (Cancelled)	85/170,842	November 6, 2010	July 12, 2011
OCL Financial Services LLC	ARTISAN	3699891	77/487,438	May 30, 2008	October 20, 2009
OCL Financial Services LLC	PRAEDO	5826841	88/260695	January 14, 2019	August 6, 2019
OCL Financial Services LLC	ONCOURSE DIRECT	5901840	88/381658	April 11, 2019	November 5, 2019
OCL Financial Services LLC	ONCOURSE DIRECT	6050894	88/381700	April 11, 2019	May 12, 2020
OCL Financial Services LLC	ONCOURSE DIRECT EXPRESS	5901842	88/381719	April 11, 2019	November 5, 2019
OCL Financial Services LLC	PREP XL	5953507	88/381751	April 11, 2019	January 7, 2020
OCL Financial Services LLC	PREPXL	5953508	88/381783	April 11, 2019	January 7, 2020
OCL Financial Services LLC	COMPLIANCEKEEPER	6050895	88/381842	April 11, 2019	May 12, 2020
OCL Financial Services LLC	COMPLIANCEKEEPER	5890308	88/381807	April 11, 2019	October 22, 2019
OCL Financial Services LLC	ONCOURSE LEARNING	N/A	97/206063	January 6, 2022	N/A
OCL Financial Services LLC		N/A	97/206295	January 6, 2022	N/A