

04-29-2010

RECEIVED  
U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office



103596023

SHEET  
15  
ILY

APR 28 2010

To the Director of the U. S.

attached documents or the new address(es) below.

4/28/10

1. Name of conveying party(ies):

Prism Education Group, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other
- Association
- Limited Partnership

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) April 9, 2010

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: TD Bank, N.A.

Internal

Address: \_\_\_\_\_

Street Address: 1701 Route 70 East

City: Cherry Hill

State: NJ

Country: USA Zip: 08034

Association Citizenship United States of America

General Partnership Citizenship \_\_\_\_\_

Limited Partnership Citizenship \_\_\_\_\_

Corporation Citizenship \_\_\_\_\_

Other National Ass'n. Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

3,305,730

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Prism Career Institute

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Kerry Northup

Internal Address: \_\_\_\_\_

Street Address: Kutchin & Rufo, P.C.

Two Center Plaza, Suite 620

City: Boston

State: MA Zip: 02108-1906

Phone Number: 617-542-3000

Fax Number: 617-542-3001

Email Address: knorthup@kutchinrufo.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 00000006 3305730

Authorized User Name \_\_\_\_\_ 40.00

9. Signature:

Signature

April 23, 2010

Date

Kerry R. Northup

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

## NOTICE OF INTELLECTUAL PROPERTY SECURITY INTEREST

NOTICE dated the 9<sup>th</sup> day of April, 2010, by PRISM EDUCATION GROUP, INC., a Delaware corporation, having an address at One Cherry Hill, One Mall Drive, Cherry Hill, NJ 08002 ("Grantor") to and in favor of TD BANK, N.A., a national banking association with a principal place of business at 61 Main Street, Andover, MA 01810 ("Lender").

WHEREAS, Grantor is the owner of certain Intellectual Property Collateral as listed in Exhibit A to that certain Intellectual Property Security Agreement by Grantor in favor of Lender dated of even date herewith(as it may be amended, restated or modified from time to time, the "IP Security Agreement"); and

WHEREAS, the Lender has agreed to make advances of money and to extend certain financial accommodations to Grantor (the "Loan"), pursuant to a certain Credit Agreement dated of even date herewith, among Grantor (among others) and Lender (as amended, modified or restated from time to time, the "Credit Agreement"). Defined terms used but not defined herein shall have the same meanings as in the IP Security Agreement. Lender has made the Loan to Grantor on the condition, among others, that Grantor pledges and grants to the Lender, as collateral for the Obligations, a security interest in the Intellectual Property Collateral, including without limitation the registrations thereof, the goodwill associated therewith and other related claims and rights.

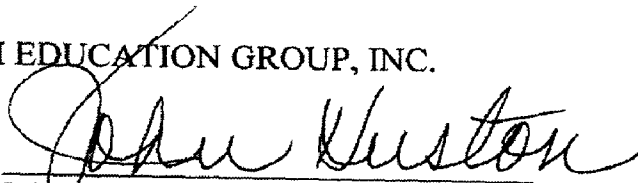
NOW THEREFORE, for good and valuable consideration, and intending to be legally bound, as security for the due and timely payment and performance of the Obligations, Grantor hereby pledges and grants a security interest in all rights, title and interest in and to the registered patents and trademarks, as more particularly set forth on Exhibit A attached hereto, and gives notice of such security interest and the existence of such IP Security Agreement providing therefor.

*[Signature page follows]*

IN WITNESS WHEREOF, the parties hereto have executed this Notice of Intellectual Property Security Interest on the day and year first above written.

PRISM EDUCATION GROUP, INC.

By:

A handwritten signature in cursive script, appearing to read "John Huston", written over a horizontal line.

Name: John Huston

Title: Chief Executive Officer and President

TRADEMARK

REEL: 004195 FRAME: 0421

EXHIBIT A

Trademarks

<u>TRADEMARK DESCRIPTION</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>REG. NO</u>	<u>STATUS</u>
Prism Career Institute	USA	77/066697 12/18/06	3,305,730 10.9/07	Registered

F:\Files\5274\Documents\Notice of IP Security Interest\_v01.DOC