

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
American Academy Holdings, LLC		12/03/2010	LIMITED LIABILITY COMPANY: NORTH CAROLINA

**RECEIVING PARTY DATA**

Name:	GE Business Financial Services Inc. (f/k/a Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc.)
Street Address:	c/o General Electric Capital Corporation
Internal Address:	2325 Lakeview Parkway, Suite 700
City:	Alpharetta
State/Country:	GEORGIA
Postal Code:	30009
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 23**

Property Type	Number	Word Mark
Registration Number:	3638314	AMERICAN ACADEMY OF PROFESSIONAL CODERS
Registration Number:	3417247	CERTIFIED PROFESSIONAL CODER
Registration Number:	3649262	CERTIFIED PROFESSIONAL CODER
Registration Number:	3417245	CERTIFIED PROFESSIONAL CODER
Serial Number:	77202565	CERTIFIED PROFESSIONAL CODER
Registration Number:	3375778	CPC
Registration Number:	3417246	CPC
Registration Number:	3378268	CPC
Registration Number:	3375779	CPC-H
Registration Number:	3378238	CPC-H
Registration Number:	3378271	CPC-H

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**TRADEMARK**  
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Registration Number:	3378245	CPC-P
Registration Number:	3378243	CPC-P
Registration Number:	3378273	CPC-P
Registration Number:	3600034	CIRCC
Registration Number:	3687194	CIRCC
Registration Number:	3634417	
Registration Number:	3880943	CPCD
Registration Number:	3874441	CERTIFIED PROFESSIONAL CODER IN DERMATOLOGY
Registration Number:	3596815	CERTIFIED PROFESSIONAL MEDICAL AUDITOR
Serial Number:	77800887	CMAP
Serial Number:	77808472	CHOC
Serial Number:	85065350	CPMA

**CORRESPONDENCE DATA**

Fax Number: (202)663-8007  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2026638000  
Email: dctm@pillsburylaw.com  
Correspondent Name: Patrick J. Jennings  
Address Line 1: 2300 N Street, N.W.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20037

ATTORNEY DOCKET NUMBER:	517472-154
NAME OF SUBMITTER:	Patrick J. Jennings
Signature:	/Pat Jennings/
Date:	12/08/2010

**Total Attachments: 6**  
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TRADEMARK SECURITY AGREEMENT (AAH)

THIS TRADEMARK SECURITY AGREEMENT (AAH) (this “**Agreement**”) made as of this 3<sup>rd</sup> day of December, 2010 by American Academy Holdings, LLC, a North Carolina limited liability company (“**Grantor**”) in favor of GE Business Financial Services Inc. (f/k/a Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc.), in its capacity as Administrative Agent for the Lenders party to the Credit Agreement (defined below) (“**Grantee**”):

W I T N E S S E T H

WHEREAS, reference is made to that certain First Amended and Restated Credit Agreement, dated as of March 26, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the “**Credit Agreement**”), among Academy Association, Inc. (f/k/a Eli Research, Inc.), a North Carolina corporation (“**Borrower**”), the Lenders party thereto and Grantee, as administrative agent; and

WHEREAS, pursuant to the terms of a certain Security Agreement, dated as of September 29, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), among Grantor, the other Grantors party thereto and Grantee, Grantor has granted to Grantee, for its benefit and the benefit of Lenders, a first priority lien on, security interest in and right of set-off against any and all right, title and interest in and to any and all Collateral of Grantor.

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations, Grantor hereby grants to Grantee, for its benefit and the benefit of Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the “**Trademark Collateral**”), whether now owned or existing or hereafter created, acquired or arising:

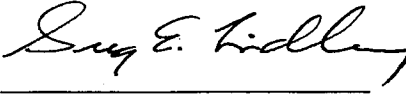
- (i) each Trademark listed on Schedule A annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill attributable thereto;
- (ii) of the business connected with the use of, and symbolized by, each Trademark; and

(iii) 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 or (b) injury to the goodwill associated with any Trademark.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

**AMERICAN ACADEMY HOLDINGS, LLC**

By 

Name: Greg E. Lindberg

Title: Manager

Agreed and Accepted  
As of the Date First Written Above:


**GE BUSINESS FINANCIAL SERVICES INC.**  
(f/k/a Merrill Lynch Capital, a division of  
Merrill Lynch Business Financial Services Inc.),  
as Administrative Agent

By: Kirk E. Somefeld  
Name: Kirk E. Somefeld  
Title: Duly Authorized Signatory

**SCHEDULE A**

**TRADEMARK REGISTRATIONS**

<b>Mark</b>	<b>Serial No.</b>	<b>Registration No.</b>	<b>Registration Date</b>
AMERICAN ACADEMY OF PROFESSIONAL CODERS	77/578,299	3,638,314	6/16/2009
CERTIFIED PROFESSIONAL CODER	77/202,480	3,417,247	4/29/2008
CERTIFIED PROFESSIONAL CODER	77/205,476	3,649,262	7/7/2009
CERTIFIED PROFESSIONAL CODER	77/201,586	3,417,245	4/29/2008
CERTIFIED PROFESSIONAL CODER	77/202,565	3,417,565	4/29/2008
CPC	77/201,984	3,375,778	1/29/2008
CPC	77/201,743	3,417,246	4/29/2008
CPC	77/202,531	3,378,268	2/5/2008
CPC-H	77/201,987	3,375,779	1/29/2008
CPC-H	77/201,831	3,378,238	2/5/2008
CPC-H	77/202,585	3,378,271	2/5/2008
CPC-P	77/201,969	3,378,245	2/5/2008
CPC-P	77/201,956	3,378,243	2/5/2008
CPC-P	77/202,606	3,378,273	2/5/2008
CIRCC	77/523,248	3,600,034	3/31/2009
CIRCC	77/523,287	3,687,194	9/22/2009

CIRCC	77/523,258	3,684,188	9/15/2009
Caduceus, book and  circle logo	77/578,994	3,634,417	6/9/2009
CPCD	77/777,944	3,880,943	11/23/2010
CERTIFIED PROFESSIONAL CODER IN DERMATOLOGY	77/779,314	3,874,441	11/9/2010
CERTIFIED PROFESSIONAL MEDICAL AUDITOR	77/463,641	3,596,815	3/24/2009

OTHER MARKS

Mark	Serial No.
CMAP	77/800,887
CHOC	77/808,472
CPMA	85/065,350