

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM398589

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FIFTH STREET FINANCE CORP.		09/12/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	ONCOURSE LEARNING CORPORATION		
Street Address:	99 PARK AVENUE, SUITE 1560		
Internal Address:	32ND FLOOR		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10016		
Entity Type:	Corporation: DELAWARE		
Name:	ADVANCED EDUCATION SYSTEMS, LLC		
Street Address:	99 PARK AVENUE, SUITE 1560		
Internal Address:	32ND FLOOR		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10016		
Entity Type:	Limited Liability Company: MARYLAND		
Name:	COMPLIANCE MANAGEMENT SERVICES, LLC		
Street Address:	99 PARK AVENUE, SUITE 1560		
Internal Address:	32ND FLOOR		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10016		
Entity Type:	Corporation: DELAWARE		
Name:	CORPORATE TRAINING TECHNOLOGIES, LLC		
Street Address:	99 PARK AVENUE, SUITE 1560		
Internal Address:	32ND FLOOR		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10016		
Entity Type:	Corporation: DELAWARE		

TRADEMARK

Name:	DIGITAL UNIVERSITY, INC.
Street Address:	99 PARK AVENUE, SUITE 1560
Internal Address:	32ND FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	Corporation: CALIFORNIA
Name:	GHG ACQUISITION, INC.
Street Address:	99 PARK AVENUE, SUITE 1560
Internal Address:	32ND FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	Corporation: DELAWARE
Name:	ONCOURSE REAL ESTATE, INC.
Also Known As:	AMERICAN HOME INSPECTORS TRAINING INSTITUTE, LTD.
Street Address:	99 PARK AVENUE, SUITE 1560
Internal Address:	32ND FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	Corporation: WISCONSIN
Name:	PROSCHOOLS ACQUISITION COMPANY
Street Address:	99 PARK AVENUE, SUITE 1560
Internal Address:	32ND FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	Corporation: DELAWARE
Name:	PROSCHOOLS, INC.
Street Address:	99 PARK AVENUE, SUITE 1560
Internal Address:	32ND FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	Corporation: OREGON
Name:	KEEN SKILLS, INC.
Street Address:	99 PARK AVENUE, SUITE 1560
Internal Address:	32ND FLOOR

TRADEMARK

REEL: 005877 FRAME: 0937

City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	Corporation: FLORIDA
Name:	CIP OCL HOLDINGS, INC.
Street Address:	99 PARK AVENUE, SUITE 1560
Internal Address:	32ND FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	Corporation: DELAWARE
Name:	CIP OCL ACQUISITION, INC.
Street Address:	99 PARK AVENUE, SUITE 1560
Internal Address:	32ND FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Serial Number:	85873989	RBP-RESIDENTIAL BUILDING PROFESSIONAL
Registration Number:	3585206	PROSCHOOLS
Registration Number:	4040702	QUICKCERT
Registration Number:	4040703	ONCOURSE LEARNING
Registration Number:	4037415	SPECIALIZED SOLUTIONS
Serial Number:	85905946	AHIT
Serial Number:	85905914	AMERICAN HOME INSPECTORS TRAINING INSTIT
Registration Number:	2840332	TRAININGPRO
Registration Number:	3992869	WE'RE ALL ABOUT YOU.
Registration Number:	3699891	ARTISAN
Registration Number:	3815057	SYMPHONY
Registration Number:	2365049	BANKERSEGE
Registration Number:	2517352	BLEND VOCATION WITH VACATION
Registration Number:	2833421	CE DIRECT
Registration Number:	1782891	MOVING NETWORK
Registration Number:	1938802	NURSEWEEK
Registration Number:	1500500	NURSING SPECTRUM
Registration Number:	3630110	NURSING SPECTRUM

Property Type	Number	Word Mark
Registration Number:	1785530	NURSING SPECTRUM
Registration Number:	3054507	NUTRITION DIMENSION
Registration Number:	3699919	TODAY IN OT
Registration Number:	3481301	TODAY IN PT
Registration Number:	4130829	DISTANCECME

CORRESPONDENCE DATA

Fax Number: 7145469035

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: 714-641-5100

Email: fsanders@rutan.com

Correspondent Name: RUTAN & TUCKER, LLP

Address Line 1: 611 ANTON BLVD., SUITE 1400

Address Line 4: COSTA MESA, CALIFORNIA 92626

NAME OF SUBMITTER: HANI Z. SAYED

SIGNATURE: /Hani Z. Sayed/

DATE SIGNED: 09/15/2016

Total Attachments: 7

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TRADEMARK SECURITY RELEASE

THIS TRADEMARK SECURITY RELEASE (this "Release") is made as of September 12, 2016, by FIFTH STREET FINANCE CORP., a Delaware corporation (the "Administrative Agent"), as administrative agent for the secured parties under the Credit Agreement referred to below (the "Secured Parties"), in favor of (i) ONCOURSE LEARNING CORPORATION, a Delaware corporation and the successor-in-interest to ADVANCED EDUCATION SYSTEMS, LLC, a Maryland limited liability company, COMPLIANCE MANAGEMENT SERVICES, LLC, a Maryland limited liability company, CORPORATE TRAINING TECHNOLOGIES, LLC, a Delaware limited liability company, DIGITAL UNIVERSITY, INC., a California corporation, and GHG ACQUISITION, INC., a Delaware corporation (the "Lead Borrower"), (ii) ONCOURSE REAL ESTATE, INC. (f/k/a AMERICAN HOME INSPECTORS TRAINING INSTITUTE, LTD.), a Wisconsin corporation and the successor-in-interest to PROSCHOOLS ACQUISITION COMPANY, a Delaware corporation, PROSCHOOLS, INC., an Oregon corporation, and KEEN SKILLS, INC., a Florida corporation ("ORL"), (iii) CIP OCL HOLDINGS, INC., a Delaware corporation ("CIP Holdings"), and (iv) CIP OCL ACQUISITION, INC., a Delaware corporation (jointly and severally, individually and collectively with the Lead Borrower, ORL and CIP Holdings, the "Grantor").

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement, dated as of February 28, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Administrative Agent, each party listed on the signature pages thereof as a borrower thereunder, and the lenders from time to time party thereto, Grantor executed and delivered to the Administrative Agent (i) that certain Pledge and Security Agreement, dated as of February 28, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the "Master Security Agreement"), (ii) that certain Trademark Security Agreement, dated as of February 28, 2014 (the "Original TSA"), (iii) that certain Annex to Trademark Security Agreement, dated as of December 29, 2014 (the "Annex"), and (iv) that certain Amended and Restated Trademark Security Agreement, dated as of March 8, 2016 (the "A&R TSA"), and together with the Master Security Agreement, the Original TSA and the Annex, the "Security Agreements";

WHEREAS, pursuant to the Security Agreements, Grantor pledged and granted to the Administrative Agent for the benefit of the Secured Parties a security interest in and to all of the right, title and interest of Grantor in, to and under the Trademark Collateral (as used herein, such term shall have the meanings given to such term in the Original TSA, including the Annex thereto, and the A&R TSA) including, among other things, the Trademark registrations and Trademark applications set forth on Exhibit A attached hereto;

WHEREAS, the Original TSA was recorded with the United States Patent and Trademark Office ("USPTO") on March 5, 2014 at Reel 5230, Frame 905, the Annex was recorded with the USPTO on January 15, 2015 at Reel 5442, Frame 151, and the A&R TSA was recorded with the USPTO on March 31, 2016 at Reel 5762, Frame 732;

WHEREAS, Grantor has requested that Administrative Agent release its security interest in the Trademark Collateral, and Administrative Agent has agreed to terminate and release the entirety of its security interest in and to the Trademark Collateral; and

WHEREAS, Grantor has requested, and the Administrative Agent has agreed, to provide a document suitable for recording with the USPTO 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 and sufficiency of which are hereby acknowledged, Administrative Agent hereby states as follows:

1. Administrative Agent, on behalf of itself and the Secured Parties, hereby terminates, cancels and releases its security interest in all of Grantor's right, title and interest in and to the Trademark Collateral.

2. Administrative Agent hereby releases and reassigns to Grantor, without any warranty, representation, recourse or undertaking by Administrative Agent, any and all of Administrative Agent's right, title and interest that it may have obtained in and to the Trademark Collateral pursuant to the Security Agreements and does hereby authorize Grantor (personally or through its designees and at Grantor's sole expense) to take all actions reasonably necessary to release and terminate any and all security interests and other liens in the Trademark Collateral, including submitting this Release to the USPTO. Administrative Agent authorizes and requests that the USPTO note and record the existence of the release hereby given. If and to the extent Administrative Agent has acquired any right, title or interest to any of the Trademarks or the goodwill associated therewith, it hereby assigns and transfers such right, title or interest to Grantor.

3. Administrative Agent agrees, at Grantor's sole cost and expense, to take all further actions, reasonably acceptable to Administrative Agent, and to provide to Grantor and each of 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, as Grantor may reasonably request, in order to confirm, effectuate or record this Release.

[Signature Page Follows]

IN WITNESS WHEREOF, Administrative Agent has caused this Trademark Security Release to be duly executed by its duly authorized officer as of the day and year first above written.

ADMINISTRATIVE AGENT:

FIFTH STREET FINANCE CORP.,
a Delaware corporation

By: Fifth Street Management LLC,
a Delaware limited liability company,
its Agent

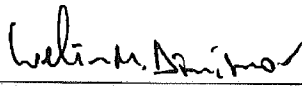
By: 
Ivelin M. Dimitrov, Chief Investment Officer

EXHIBIT A

**TRADEMARK COLLATERAL LISTED IN TRADEMARK SECURITY AGREEMENT
DATED AS OF FEBRUARY 28, 2014**

Country	Mark	App. No.	Filing Date	Reg. No.	Reg. No.	Owner/Applicant
USA	RBP- RESIDENTIAL BUILDING PROFESSIONAL	85873989	3/12/13			Oncourse Learning
USA	PROSCHOOLS	77109986	2/16/07	3585206	3/10/09	ProSchools, Inc.
USA	QUICKCERT	85124214	9/7/10	4040702	10/18/11	Keen Skills, Inc. DBA Specialized Solutions
USA	ONCOURSE LEARNING	85124234	9/8/10	4040703	10/18/11	Keen Skills, Inc. DBA Specialized Solutions
USA	SPECIALIZED SOLUTIONS	85124620	9/8/10	4037415	10/11/11	Keen Skills, Inc. DBA Specialized Solutions
USA	AHIT (Stylized & Design) 	85905946	4/16/13			American Home Inspectors Training Institute, Ltd.
USA	AMERICAN HOME INSPECTORS TRAINING INSTITUTE	85905914	4/16/13			American Home Inspectors Training Institute, Ltd.
USA		78252270	5/20/03	2840332	5/11/04	Advanced Education Systems, LLC
USA	WE'RE ALL ABOUT YOU	85170842	11/6/10	3992869	7/12/11	Corporate Training Technologies, LLC DBA Banker's Edge

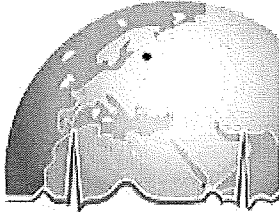
Country	Mark	App. No.	Filing Date	Reg. No.	Reg. No.	Owner/Applicant
USA	ARTISAN	77487438	5/30/08	3699891	10/20/09	Corporate Training Technologies, LLC
USA	SYMPHONY	77477641	5/19/08	3815057	7/6/10	Corporate Training Technologies, LLC
USA	BANKERSEEDGE	75441032	2/26/98	2365049	7/4/00	Corporate Training Technologies, LLC

**TRADEMARK COLLATERAL LISTED IN ANNEX TO TRADEMARK SECURITY
AGREEMENT DATED AS OF DECEMBER 29, 2014**

USA	BLEND VOCATION WITH VACATION	76244624	4/23/01	2517352	12/11/01	GANNETT SATELLITE INFORMATION NETWORK, INC.
USA	CE DIRECT	76518226	5/29/03	2833421	4/13/04	GANNETT SATELLITE INFORMATION NETWORK, INC
USA	MOVING NETWORK	74327739	11/2/94	1782891	7/20/93	GANNETT SATELLITE INFORMATION NETWORK, INC.
USA	NURSEWEEK	74618182	1/5/95	1938802	11/28/95	GANNETT SATELLITE INFORMATION NETWORK, INC.
USA	NURSING SPECTRUM	73706456	1/19/88	1500500	8/16/88	GANNETT SATELLITE INFORMATION NETWORK, INC.
USA	NURSING SPECTRUM	77523804	7/16/08	3630110	6/2/09	GANNETT SATELLITE INFORMATION NETWORK, INC.
USA	NURSING SPECTRUM	74341626	12/21/92	1785530	8/3/93	GANNETT SATELLITE INFORMATION NETWORK, INC.
USA	NUTRITION DIMENSION	78555823	1/28/05	3054507	1/31/06	GANNETT SATELLITE INFORMATION NETWORK, INC.
USA	TODAY IN OT	77494017	6/9/08	3699919	10/20/09	GANNETT SATELLITE INFORMATION NETWORK, INC.
USA	TODAY IN PT	77070123	12/22/06	3481301	8/5/08	GANNETT SATELLITE INFORMATION NETWORK, INC.

**TRADEMARK COLLATERAL LISTED IN AMENDED AND RESTATED
TRADEMARK SECURITY AGREEMENT DATED AS OF MARCH 8, 2016**

Country	Mark	App. No.	Filing Date	Reg. No.	Reg. Date.	Owner/Applicant
USA	RBP- RESIDENTIAL BUILDING PROFESSIONAL	85873989	3/12/13			OnCourse Learning Corporation
USA	PROSCHOOLS	77109986	2/16/07	3585206	3/10/09	OnCourse Learning Corporation
USA	QUICKCERT	85124214	9/7/10	4040702	10/18/11	OnCourse Real Estate, Inc.
USA	ONCOURSE LEARNING	85124234	9/8/10	4040703	10/18/11	OnCourse Real Estate, Inc.
USA	SPECIALIZED SOLUTIONS	85124620	9/8/10	4037415	10/11/11	OnCourse Real Estate, Inc.
USA	AHIT (Stylized & Design) 	85905946	4/16/13			OnCourse Real Estate, Inc.
USA	AMERICAN HOME INSPECTORS TRAINING INSTITUTE	85905914	4/16/13			OnCourse Real Estate, Inc.
USA		78252270	5/20/03	2840332	5/11/04	OnCourse Learning Corporation
USA	WE'RE ALL ABOUT YOU	85170842	11/6/10	3992869	7/12/11	OnCourse Learning Corporation
USA	ARTISAN	77487438	5/30/08	3699891	10/20/09	OnCourse Learning Corporation
USA	SYMPHONY	77477641	5/19/08	3815057	7/6/10	OnCourse Learning Corporation

Country	Mark	App. No.	Filing Date	Reg. No.	Reg. Date.	Owner/Applicant
USA	BANKERSEDGE	75441032	2/26/98	2365049	7/4/00	OnCourse Learning Corporation
USA	BLEND VOCATION WITH VACATION	76244624	4/23/01	2517352	12/11/01	OnCourse Learning Corporation
USA	CE DIRECT	76518226	5/29/03	2833421	4/13/04	OnCourse Learning Corporation
USA	MOVING NETWORK	74327739	11/2/94	1782891	7/20/93	OnCourse Learning Corporation
USA	NURSEWEEK	74618182	1/5/95	1938802	11/28/95	OnCourse Learning Corporation
USA	NURSING SPECTRUM	73706456	1/19/88	1500500	8/16/88	OnCourse Learning Corporation
USA	NURSING SPECTRUM	77523804	7/16/08	3630110	6/2/09	OnCourse Learning Corporation
USA	NURSING SPECTRUM	74341626	12/21/9 2	1785530	8/3/93	OnCourse Learning Corporation
USA	NUTRITION DIMENSION	78555823	1/28/05	3054507	1/31/06	OnCourse Learning Corporation
USA	TODAY IN OT	77494017	6/9/08	3699919	10/20/99	OnCourse Learning Corporation
USA	TODAY IN PT	77070123	12/22/0 6	3481301	8/5/08	OnCourse Learning Corporation
USA	 DistanceCIV	85310475	5/3/11	4130829	4/24/12	OnCourse Learning Corporation