

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM331846

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|---|--|--|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest in Trademarks | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Aspen Education Group, Inc. | | 12/31/2012 | CORPORATION: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | Bank of America, N.A., as Administrative Agent | | |
| Street Address: | 135 S. LaSalle Street | | |
| Internal Address: | Mail Code: IL4-135-05-41 | | |
| City: | Chicago | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60603 | | |
| Entity Type: | national banking association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 10 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4208564 | YOUTH CARE | |
| Registration Number: | 3759683 | ASPEN INSTITUTE FOR BEHAVIORAL ASSESSMEN | |
| Registration Number: | 3452062 | PARENTCHECKIN | |
| Registration Number: | 3272171 | FOUR CIRCLES RECOVERY CENTER | |
| Registration Number: | 3239091 | A | |
| Registration Number: | 3147852 | HELP FOR TODAY HOPE FOR TOMORROW | |
| Registration Number: | 3086812 | ADIRONDACK LEADERSHIP EXPEDITIONS | |
| Registration Number: | 2771761 | SUWS | |
| Registration Number: | 2708615 | ASPEN EDUCATION GROUP | |
| Registration Number: | 2563095 | SUWS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 9192868199 | | |
| <i>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.</i> | | | |
| Phone: | 919 286-8000 | | |
| Email: | PTO_TMconfirmation@mvalaw.com | | |
| Correspondent Name: | MOORE & VAN ALLEN PLLC | | |
| Address Line 1: | 3015 CARRINGTON MILL BOULEVARD | | |
| Address Line 2: | SUITE 400 | | |

OP \$265.00 4208564

TRADEMARK

| | |
|---|-----------------------------------|
| Address Line 4: | MORRISVILLE, NORTH CAROLINA 27560 |
| ATTORNEY DOCKET NUMBER: | 017625-4667 |
| NAME OF SUBMITTER: | John E. Slaughter |
| SIGNATURE: | /John E. Slaughter/ |
| DATE SIGNED: | 02/11/2015 |
| Total Attachments: 4 source=NGSI-T Aspen to BOA#page1.tif source=NGSI-T Aspen to BOA#page2.tif source=NGSI-T Aspen to BOA#page3.tif source=NGSI-T Aspen to BOA#page4.tif | |

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of December 31, 2012 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[signature page follows]

Very truly yours,

ASPEN EDUCATION GROUP, INC.

By: 

Name: Christopher L. Howard

Title: Vice President and Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____

Name:

Title:

[Signature Page to Notice of Grant of Security Interest in Trademarks]

CHAR11396079

TRADEMARK
REEL: 005458 FRAME: 0193

Very truly yours,

ASPEN EDUCATION GROUP, INC.

By: _____

Name:

Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: *Renee Marion*

Name:

Title: **Renee Marion**
Assistant Vice President

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TRADEMARK
REEL: 005458 FRAME: 0194

Schedule 1

Aspen Education Group, Inc.
(California Corporation)

U.S. Trademarks

Registered Marks

| Mark | Reg. No. | Reg. Date |
|---|----------|-----------|
| YOUTH CARE | 4208564 | 09/18/12 |
| ASPEN INSTITUTE FOR BEHAVIORAL ASSESSMENT | 3759683 | 03/16/10 |
| PARENTCHECKIN | 3452062 | 06/24/08 |
| FOUR CIRCLES RECOVERY CENTER | 3272171 | 07/31/07 |
| A (Stylized) | 3239091 | 05/08/07 |
| HELP FOR TODAY HOPE FOR TOMORROW | 3147852 | 09/26/06 |
| ADIRONDACK LEADERSHIP EXPEDITIONS | 3086812 | 04/25/06 |
| SUWS | 2771761 | 10/07/03 |
| ASPEN EDUCATION GROUP | 2708615 | 04/22/03 |
| SUWS | 2563095 | 04/23/02 |