

Form PTO-1594 (Rev. 03-11)
OMB Collection 0851-0027 (exp. 03/31/2012)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

RBS Citizens, National Association, as Administrative Agent, as successor by merger to Citizens Bank of Massachusetts, as Administrative Agent

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

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

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

Execution Date(s) 04/04/2012

- Assignment Merger
- Security Agreement Change of Name
- Other Reassignment & Release of Security Documents

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Channing Bete Company, fka Channing L. Bete Co., Inc.

Internal

Address: _____

Street Address: One Community Place

City: South Deerfield

State: MA

Country: USA

Zip: _____

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Massachusetts
- Other _____ 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)

See Schedule attached hereto.

Additional sheet(s) attached? Yes No

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

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

Name: Kristine L. Ouimet, Senior Paralegal

Internal Address: Edwards Wildman Palmer LLP

fka Edwards Angell Palmer & Dodge LLP

Street Address: 111 Huntington Avenue

City: Boston

State: MA

Zip: 02199

Phone Number: 617-239-0746

Fax Number: 617-227-4420

Email Address: kouimet@edwardswildman.com

6. Total number of applications and registrations involved:

45

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$1140

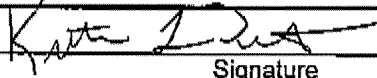
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 041105

Authorized User Name Edwards Wildman Palmer

9. Signature:


Signature

4/17/2012

Date

Kristine L. Ouimet, Senior Paralegal
Name of Person Signing

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

7

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

TRADEMARK
REEL: 004762 FRAME: 0201

SCHEDULE OF TRADEMARKS

<u>Trademark</u>	<u>Serial/Registration Number</u>	<u>Original Reel/Frame(s)</u>
A Teaching Tale & Design	1,948,348	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
SafetyExpress	1,835,423	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
RealStory	1,821,291	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
RealStyle	1,792,591	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
Think Twice	1,784,122	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
Learning Begins At Home & Design	1,782,646	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
DewDrop Says & Design	1,748,452	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
EveryReader	1,747,081	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
Christian Living Center	1,731,061	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342

<u>Trademark</u>	<u>Serial/Registration Number</u>	<u>Original Reel/Frame(s)</u>
The Guardian Eagle & Design	1,715,642	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
Parent/School Partnership Center Design	1,695,604	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
Scriptography	1,680,279	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
Man with Book Design (Logo)	1,644,380	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
Man with Book Design (Logo)	1,101,435	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
Scriptographic	1,642,054	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
What You Should Know Video & Design	1,431,841	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
HealthTips	1,393,603	1466/0993 1488/0314 1496/0154 1908/0847 2498/0342
PARENTS PART OF THE TEAM!	2,000,733	1908/0836
Dewdrop Design	2,199,805	1908/0836 2499/0052
DEWDROP	2,198,223	1908/0836 2499/0052
WAY TO GROW	2,201,465	1908/0836 2499/0052

<u>Trademark</u>	<u>Serial/Registration Number</u>	<u>Original Reel/Frame(s)</u>
WRITE FROM THE HEART	2,340,769	2499/0052
WARNING SIGNS (Design)	2,357,666	2499/0052
KNOW WHAT?	2,506,274	2499/0052
KNOW WHAT?	76/243,197	2499/0052
PRESENT & PREVENT	76/199,743	2499/0052
WHO KNEW?	76/205,889	2499/0052
SOARING STARS	78/079,582	2499/0052
SOARING STARS (Design)	78/079,646	2499/0052
SOAR (Design)	78/081,078	2499/0052
A (Design)	78/085,186	2499/0052
HOMELAND SECURITY	78/091,777	2499/0052
CHANNING BETE COMPANY	78/092,057	2499/0052
New Corporate Logo (Running Man)	78/092,066	2499/0052
Channing Bete Company (Horizontal Design)	78/092,071	2499/0052
Channing Bete Company (Stacked Design)	78/092,068	2499/0052
COMMUNITIES THAT CARE	1,719,908	2499/0052
COMMUNITIES THAT CARE	76/106,727	2499/0052
COMMUNITY ANALYST	75/637,827	2499/0052
PARENTS WHO CARE	2,404,895	2499/0052
PARENTS WHO CARE	2,224,547	2499/0052
PATHS	1,916,419	2499/0052
PREPARING FOR SCHOOL SUCCESS	2,453,095	2499/0052
PREPARING FOR THE DRUG FREE YEARS	1,510,801	2499/0052
SOAR	76/106,739	2499/0052

REASSIGNMENT AND RELEASE OF SECURITY DOCUMENTS

RBS Citizens, National Association, a national bank and successor by merger to Citizens Bank of Massachusetts, as administrative agent (in such capacity, the "Agent") for itself and certain other lenders (collectively, the "Lenders"), is (i) the secured party pursuant to a certain Amended and Restated Security Agreement (Intellectual Property) dated as of January 29, 2002 by Channing Bete Company (formerly named Channing L. Bete Co., Inc., the "Debtor") in favor of the Agent (as amended, the "Security Agreement"), which Security Agreement amends and restates in its entirety that certain Security Agreement (Intellectual Property) dated as of February 27, 1996 by the Debtor in favor of Corestates Bank, N.A. as administrative agent for itself and State Street Bank and Trust Company, predecessors in interest to the Agent and the Lenders, and (ii) the assignee pursuant to a certain Collateral Assignment of Marks dated February 27, 1996 (as amended, the "Assignment") by Debtor in favor of Corestates Bank, N.A., a national banking association which also conducts business as Philadelphia National Bank, for itself as a Co-Lender and for State Street Bank and Trust Company, a Massachusetts trust company, as a Co-Lender, predecessors in interest to the Agent and the Lenders.

Pursuant to the Security Agreement and the Assignment, the Agent is the assignee of certain rights granted by the United States Patent and Trademark Office pursuant to:

- (i) a certain Notice of Recordation of Assignment Document with respect to Reel/Frame: 001466/0993, recorded March 1, 1996,
- (ii) a certain Notice of Recordation of Assignment Document dated October 16, 1996, with respect to Reel/Frame: 1488/0314, recorded August 1, 1996,
- (iii) a certain Notice of Recordation of Assignment Document dated November 1, 1996, with respect to Reel/Frame: 1496/0154, recorded August 1, 1996,
- (iv) a certain Notice of Recordation of Assignment Document dated August 6, 1999, with respect to Reel/Frame: 001908/0836, recorded June 8, 1999,
- (v) a certain Notice of Recordation of Assignment Document dated August 6, 1999, with respect to Reel/Frame: 001908/0847, recorded June 8, 1999,
- (vi) a certain Notice of Recordation of Assignment Document dated July 2, 2002, with respect to Reel/Frame: 002498/0342, recorded April 17, 2002; and
- (vii) a certain Notice of Recordation of Assignment Document dated May 6, 2002, with respect to Reel/Frame: 002499/0052, recorded April 24, 2002 (collectively with the items listed in paragraphs (i) through (vi) above, the "USPTO Assignments", and together with the Security Agreement and Assignment, the "Security Documents").

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Agent hereby cancels and releases any and all rights obtained

pursuant to the Security Documents. To the extent assignable, the Agent hereby reassigns any and all rights obtained pursuant to the Security Documents to the Debtor.

All security interests in favor of the Agent obtained pursuant to the Security Documents shall be hereby deemed terminated, null and void and of no further force and effect.

The Agent hereby authorizes the Debtor, or its counsel, to execute and file all this instrument with the United States Patent and Trademark Office and the Copyright Office of the United States with respect to the Security Documents and authorizes the Debtor, or its counsel, to submit the same for recording with the appropriate authorities, if necessary, and to take such other actions as the Debtor, or its counsel, shall reasonably deem necessary in order to release all security interests previously held by the Agent pursuant to the Security Documents and to reassign to Debtor any rights previously granted to the Agent under the Security Documents.

This Reassignment and Release of Security Documents shall be construed under the laws of the Commonwealth of Massachusetts and the parties submit to the jurisdiction of the courts of the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, the undersigned Agent has caused its corporate seal to be hereto affixed and these presents to be signed, in its name and behalf by the undersigned hereunto duly authorized this 4th day of April, 2012.

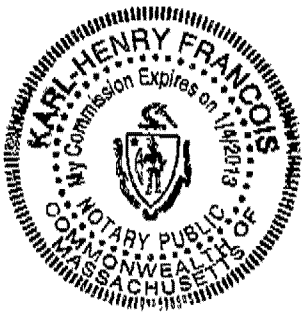
RBS CITIZENS, NATIONAL ASSOCIATION,
as administrative agent

By: *William E. Lingard*
Name: William E. Lingard
Title: Senior Vice President

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

On this 4th day of April, 2012, before me, the undersigned notary public, personally appeared William E. Lingard, as Senior Vice President of RBS Citizens, National Association, and proved to me through satisfactory evidence of identification, which was MA DL, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose.



Karl-Henry Francois
Notary Public
My commission expires: 1-4-2013