

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
EducationDynamics, LLC		05/29/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of Montreal
Street Address:	111 West Monroe Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	Chartered Bank: CANADA

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	3658836	EDD EDUCATION DYNAMICS
Registration Number:	3609595	EDD EDUCATION DYNAMICS CHART YOUR COURSE
Registration Number:	3609563	EDUCATIONDYNAMICS
Registration Number:	3658835	EDD EDUCATION DYNAMICS
Registration Number:	3658818	EDD
Registration Number:	4091285	EDUCATIONDYNAMICS ELEARNING INDEX
Registration Number:	3851655	EDUCATIONDYNAMICS ELEARNING INDEX
Registration Number:	4035590	FIND. ENROLL. RETAIN.
Registration Number:	2566409	GRADSCHOOLS.COM
Registration Number:	2728751	STUDENTPROSPECTOR
Registration Number:	2818918	STUDENT PROSPECTOR
Registration Number:	3739995	LEADWATCHLIVE
Registration Number:	3742459	LEADWATCHLIVE
Registration Number:	3725487	CAREER STIMULUS PACKAGE

TRADEMARK

Registration Number:	3746275	CAREER STIMULUS PACKAGE
Registration Number:	3746274	CAREER STIMULUS PACKAGE
Registration Number:	3564594	EARNMYDEGREE.COM
Registration Number:	2537155	ELEARNERS.COM
Registration Number:	2470525	ELEARNERS
Registration Number:	3891543	ELEARNERS ADVISOR
Registration Number:	3323365	EDUCATION CONNECTION
Registration Number:	3665734	PROJECT WORKING MOM
Registration Number:	3996649	TEST DRIVE GRAD SCHOOL ONLINE
Registration Number:	3996650	TEST DRIVE COLLEGE ONLINE
Serial Number:	85155166	TEST DRIVE GRAD SCHOOL ONLINE
Registration Number:	2511470	STUDYABROAD.COM
Registration Number:	3885997	STUDYABROAD.COM
Registration Number:	4042882	STUDYABROAD.COM
Registration Number:	3986867	STUDYABROAD.COM
Serial Number:	85551754	BRANDWATCHLIVE POWERED BY EDUCATIONDYNAMICS
Serial Number:	85551572	BRANDWATCHLIVE
Serial Number:	85535849	CHRISTIANEDUCATION.COM
Serial Number:	85535872	CHRISTIANEDUCATION.COM

CORRESPONDENCE DATA

Fax Number: 2128945765
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-940-6365
Email: bret.danow@kattenlaw.com
Correspondent Name: Bret J. Danow
Address Line 1: 575 Madison Avenue
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	207545-00025
NAME OF SUBMITTER:	Bret J. Danow
Signature:	/s/
Date:	05/30/2012

Total Attachments: 4
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GRANT OF SECURITY INTEREST IN TRADEMARKS

This Grant of Security Interest in Trademarks is made between EducationDynamics, LLC, a limited liability company organized and existing under the laws of the State of Delaware, having offices at 5 Marine View Plaza, Suite 212, Hoboken, New Jersey 07030 (the "Grantor") and Bank of Montreal, a chartered bank of Canada acting through its Chicago branch, having offices at 111 West Monroe Street, Chicago, Illinois 60603 (in its capacity as "Administrative Agent for the Lenders" party to the "Credit Agreement" as defined herein (as such terms are defined in the "Credit Agreement")) (the "Secured Party");

WHEREAS, Grantor is the owner of the trademark applications and registrations identified on Schedule A attached hereto (collectively the "Trademarks"); and

WHEREAS, Grantor is obligated to the Secured Party under the terms of a certain First Lien Credit Agreement by and among Grantor, certain subsidiaries of Grantor (together with the Grantor, the "Credit Parties"), the Secured Party and the Lenders dated as of May 18, 2007 (the "Credit Agreement"); and

WHEREAS, in connection with the Credit Agreement, the Credit Parties and the Secured Party entered into that certain First Lien Security Agreement dated as of May 18, 2007, pursuant to which the Credit Parties granted in favor of the Secured Party liens on and security interests in substantially all of their assets, including the Trademarks.

NOW THEREFORE, pursuant to the terms of the Credit Agreement and for good and valuable consideration, the receipt of which is hereby acknowledged, Grantor confirms that it has granted to the Secured Party a security interest in all Grantor's right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by such Trademarks.

Grantor does hereby acknowledge and affirm that the rights and remedies of Secured Party with respect to the foregoing security interest in the Trademarks confirmed hereby are more fully set forth in the Credit Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein, and that this document is subject to the terms and conditions of the Security Agreement.


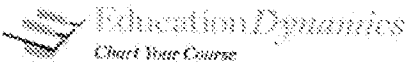
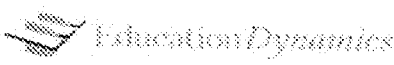


IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest in Trademarks this 29th day of May, 2012.




EDUCATIONDYNAMICS, LLC

By: 
Name: Tom Anderson
Title: Chief Executive Officer

Schedule A

The Marks

<u>Trademark</u>	<u>Application / Registration Number</u>
 EducationDynamics	R – 3,658,836
 EducationDynamics Chart Your Course	R – 3,609,595
EDUCATIONDYNAMICS	R – 3,609,563
 EducationDynamics	R – 3,658,835
	R – 3,658,818
EDUCATIONDYNAMICS ELEARNING INDEX	R – 4,091,285
EDUCATIONDYNAMICS ELEARNING INDEX	R – 3,851,655
FIND. ENROLL. RETAIN	R – 4,035,590
GRADSCHOOLS.COM	R – 2,566,409
StudentProspector	R – 2,728,751
	R – 2,818,918
LEADWATCHLIVE	R – 3,739,995
LEADWATCHLIVE	R – 3,742,459

CAREER STIMULUS PACKAGE	R – 3,725,487
CAREER STIMULUS PACKAGE	R – 3,746,275
CAREER STIMULUS PACKAGE	R – 3,746,274
EARNMYDEGREE.COM	R – 3,564,594
ELEARNERS.COM	R – 2,537,155
ELEARNERS	R – 2,470,525
ELEARNERS ADVISOR	R – 3,891,543
EDUCATION CONNECTION	R – 3,323,365
PROJECT WORKING MOM	R – 3,665,734
TEST DRIVE COLLEGE ONLINE	R – 3,996,650
TEST DRIVE GRAD SCHOOL ONLINE	A – 85/155,166
TEST DRIVE GRAD SCHOOL ONLINE	R – 3,996,649
STUDYABROAD.COM	R – 2,511,470
STUDYABROAD.COM	R – 3,885,997
 StudyAbroad.com	R – 4,042,882
 StudyAbroad.com	R – 3,986,867
 BRANDWATCHLIVE <i>Powered by Vibrantia Dynamics</i>	A – 85/551,754
BRANDWATCHLIVE	A – 85/551,572
CHRISTIANEDUCATION.COM	A – 85/535,849



ChristianEducation.com

A - 85/535,872