

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Change of Administrative Agent		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Royal Bank of Scotland PLC		04/12/2012	Public Limited Company:
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A.		
Street Address:	1111 Polaris Parkway		
City:	Columbus		
State/Country:	OHIO		
Postal Code:	43271		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3216645	NETAUTHOR	
Registration Number:	3363231	NETCOMPETENCY	
Registration Number:	3243876	NETEXPRESS	
Registration Number:	3246432	NETLEARNING	
Registration Number:	3300332	NETMANAGER	
Registration Number:	3246429	NETNOTES	
Registration Number:	3216646	NETREVIEW	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2129961287		
Email:	trademarks@montagulaw.com		
Correspondent Name:	Thomas Walsh		
Address Line 1:	1120 Avenue of the Americas, 4th Fl		
Address Line 4:	New York, NEW YORK 10036		

CH \$190.00 3216645

ATTORNEY DOCKET NUMBER:	CENGAGE (NETLEARNING)
NAME OF SUBMITTER:	Thomas Walsh
Signature:	/ThomasWalsh/
Date:	12/03/2012

Total Attachments: 15

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EXECUTION VERSION

**NOTICE OF CHANGE OF ADMINISTRATIVE AGENT,
COLLATERAL AGENT AND SWING LINE LENDER -
ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY**

WHEREAS, Cengage Learning Acquisitions, Inc. (formerly known as TL Acquisitions, Inc.) (the "Borrower"), Cengage Learning Holdings II L.P. (formerly known as TL Holdings II L.P.) ("Parent"), Cengage Learning Holdco, Inc. (formerly known as TL US Holdco, Inc.) ("Holdings"), Gale Holdings I, Inc., Cengage Learning Inc. and The Gale Group, Inc. (collectively, the "Grantors") own all right, title and interest in and to the Trademarks, Copyrights and Patents listed on Schedule A hereto (the "Intellectual Property");

WHEREAS, Borrower, Parent, Holdings, the Lenders, The Royal Bank of Scotland plc, as Administrative Agent, Collateral Agent and Swing Line Lender (the "Existing Agent") and each other party named therein have entered into the Credit Agreement dated as of July 5, 2007 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), pursuant to which the Lenders have severally agreed to make Loans and the L/C Issuers to issue Letters of Credit to the Borrower upon the terms and subject to the conditions therein;

WHEREAS, in connection with the Credit Agreement, the Borrower, Parent, Holdings and the other Grantors have entered into the Intellectual Property Security Agreement dated July 5, 2007 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Intellectual Property Security Agreement") in order to induce the Lenders to make Loans and the L/C Issuers to issue Letters of Credit;

WHEREAS, pursuant to the Intellectual Property Security Agreement, the Grantors have granted to the Existing Agent, for the ratable benefit of the Secured Parties, a security interest in certain intellectual property of the Grantors, including the Intellectual Property, and such security interest was recorded in the United States Patent and Trademark Office and the United States Copyright Office; and

WHEREAS, Borrower, Parent, Holdings, certain subsidiaries of the Borrower, the Existing Agent and JPMorgan Chase Bank, N.A., have entered into the Resignation, Waiver, Consent and Appointment Agreement dated as of April 10, 2012 (the "Resignation Agreement") whereby the Existing Agent resigns as Administrative Agent, Collateral Agent and Swing Line Lender and is replaced by JPMorgan Chase Bank, N.A. as successor Administrative Agent, successor Collateral Agent and successor Swing Line Lender under the Credit Agreement, the Intellectual Property Security Agreement and other Loan Documents;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each party, the parties hereby agree and confirm that:


1. The Royal Bank of Scotland plc has ceased to be the Administrative Agent, Collateral Agent and Swing Line Lender under the Credit Agreement, the Intellectual Property Security Agreement and other Loan Documents;

2. JPMorgan Chase Bank, N.A. is now the Administrative Agent, Collateral Agent and Swing Line Lender under the Credit Agreement, the Intellectual Property Security Agreement and other Loan Documents; and
3. Nothing herein shall be deemed to terminate or impair the continuity of the security interest in the Intellectual Property originally granted to the Existing Agent, which security interest is now succeeded by and transferred to JPMorgan Chase Bank, N.A.

All other terms and conditions are more fully set out in the Resignation Agreement. Unless otherwise defined herein or the context otherwise requires, the terms used in this agreement shall have the meanings provided or provided by reference in the Resignation Agreement or other Loan Documents.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

JPMORGAN CHASE BANK, N.A.,
as successor Administrative Agent, Collateral Agent
and Swing Line Lender

By: 
Name: Peter B. Thauer
Title: Executive Director

[Notice of Administrative Agent Change Signature Page]

THE ROYAL BANK OF SCOTLAND PLC,
as existing Administrative Agent, Collateral Agent
and Swing Line Lender


By: 
Name: Deborah DeSantis
Title: Managing Director

AGREED AND ACKNOWLEDGED:


CENGAGE LEARNING ACQUISITIONS,
INC., as Borrower

By: 
Name: Dean D. Durbin
Title: Chief Financial Officer

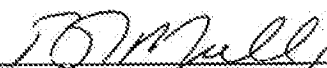
CENGAGE LEARNING HOLDINGS II,
L.P.,
as Parent

By: 
Name: Dean D. Durbin
Title: Chief Financial Officer

CENGAGE LEARNING HOLDCO, INC.
as Holdings

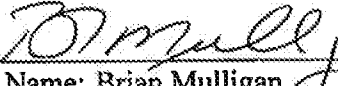
By: 
Name: Brian Mulligan
Title: Senior Vice President,
Treasurer & Tax

GALE HOLDINGS I, INC.,
as Grantor

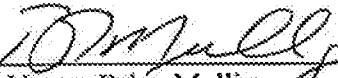
By: 
Name: Brian Mulligan
Title: Senior Vice President,
Treasurer & Tax

[Signature Page to Notice]

CENGAGE LEARNING, INC.,
as Grantor

By: 
Name: Brian Mulligan
Title: Senior Vice President,
Treasurer & Tax

THE GALE GROUP, INC.,
as Grantor

By: 
Name: Brian Mulligan
Title: Senior Vice President
Treasurer & Tax

[Signature Page to Notice]

TRADEMARK
REEL: 004911 FRAME: 0328

SCHEDULE A

Patents and Patent Applications

Registered Owner/ Grantor	Patent Title	Patent No. or Application No.
Cengage Learning Inc.	System, Methods, and Software for Online Educational Presentations	11/453,553
Cengage Learning Inc.	Online Testing, Tutorial, and Course Management Systems, Methods and Software	11/194,109
The Gale Group, Inc.	System Methods and Interfaces for Reducing Executions of Overly Broad User Queries	8,024,338
The Gale Group, Inc.	Systems, Methods, Software, and Interfaces for Analyzing, Mapping and Depicting Search Results in a Topical Space	11/469,426
The Gale Group, Inc.	Systems, methods, and software for retrieving information using multiple query languages	11/331,848
Gale Group, Inc.	Portable shade structure	D400,949
Cengage Learning, Inc.	Learning Content Delivery Platform	61/448,258
Gale Group, Inc.	Portable Shelter	4,793,371
Thomson Learning Inc	Systems, Methods, And Software For Online Courses	PCT/US2006/028763
The Gale Group, Inc.	System, Methods, and Interfaces for Reducing Executions of Overly Broad User Queries	PCT/US2006/034235
The Gale Group, Inc.	Systems, Methods, Software, and Interfaces for Analyzing, Mapping and Depicting Search	PCT/US2006/034220

Registered Owner/ Grantor	Patent Title	Patent No. or Application No.
	Results in a Topical Space	
The Gale Group, Inc.	Systems, methods, and software for retrieving information using multiple query languages	PCT/US2006/001402
The Gale Group, Inc.	Federated Access To Multiple Databases	P060100148

Trademark Registrations and Applications

Registered Owner/ Grantor	Trademark	Reg. No. or Serial No.
Cengage Learning, Inc.	A MULTIMEDIA INTRODUCTION TO PSYCHOLOGY PSYK.TREK	2487844
The Gale Group, Inc.	ACADEMIC ASAP	2584738
The Gale Group, Inc.	ACCESS MY LIBRARY	3503601
The Gale Group, Inc.	AEROSPACE/DEFENSE MARKETS & TECHNOLOGY	1479176
Cengage Learning, Inc.	APLIA & Design	3043253
Cengage Learning, Inc.	ATAJO	3022696
Cengage Learning, Inc.	ATOMIC DOG PUBLISHING	2948257
Cengage Learning, Inc.	AUTOMATED ACCOUNTING	3191767
The Gale Group, Inc.	B & I	2067640
The Gale Group, Inc.	BAKER'S BIOGRAPHICAL DICTIONARY OF MUSICIANS	2119079
Cengage Learning, Inc.	BASIC COUNSELING RESPONSES	2447156
Cengage Learning, Inc.	BIBLIOBASE	2060454
Cengage Learning, Inc.	BIBLIOBASE	2063454
Cengage Learning, Inc.	BIOEXPERIENCE	77/539,725
The Gale Group, Inc.	BLACKBIRCH PRESS	1651927
Cengage Learning, Inc.	BROOKS/COLE	3386242
The Gale Group, Inc.	BUSINESS & INDUSTRY	1961205
Cengage Learning, Inc.	C21 (Stylized)	0913703
Cengage Learning, Inc.	CASENET & Design	2137066
Cengage Learning, Inc.	CENGAGE	3603349
Cengage Learning, Inc.	CENGAGE LEARNING	3603376
Cengage Learning, Inc.	CENGAGE LEARNING'S THE WRITE EXPERIENCE (W.E.)	77/762,143
Cengage Learning, Inc.	CENGAGE TEACH BUSINESS	3729269
Cengage Learning, Inc.	CENGAGENOW	3740436
Cengage Learning, Inc.	CENTURY 21	0913702
The Gale Group, Inc.	CHARLES SCRIBNER'S SONS	1160892
Cengage Learning, Inc.	CHILTON	2559631
Cengage Learning, Inc.	CHILTON	2585983
Cengage Learning, Inc.	CHILTON	2713595
Cengage Learning, Inc.	CHILTON'S	2605298
The Gale Group, Inc.	CITIES OF THE UNITED STATES	2619957
Cengage Learning, Inc.	COACHING CLUB (Stylized)	3080974
Cengage Learning, Inc.	COGLAB	2866157
Cengage Learning, Inc.	COMMUNICATION 2000	2091574
Cengage Learning, Inc.	COMP 21	3324574
Cengage Learning, Inc.	COMPOSITION IN THE 21ST CENTURY	3281167

Registered Owner/ Grantor	Trademark	Reg. No. or Serial No.
Cengage Learning, Inc.	CONCEPT MEDIA	3417275
The Gale Group, Inc.	CONTEMPORARY AUTHORS	1299481
The Gale Group, Inc.	CONTEMPORARY WOMEN'S ISSUES	2143661
Cengage Learning, Inc.	COURSE TECHNOLOGY & Design	1660331
Cengage Learning, Inc.	COURSE360	3740436
Thomson Learning Inc.	CORNERSTONES	3653038
Cengage Learning, Inc.	COURSEFORWARD	3029726
Cengage Learning, Inc.	COURSE NOTES QUICK REFERENCE GUIDE & Design	3855177
Cengage Learning, Inc.	COURSEPORT	3045881
Cengage Learning, Inc.	COURSEPREP	2474615
Cengage Learning, Inc.	CRIMINOLOGYNOW	3395789
The Gale Group, Inc.	CWI	2204267
Cengage Learning, Inc.	DATA ANALYSIS PLUS	2245895
The Gale Group, Inc.	DICTIONARY OF LITERARY BIOGRAPHY	1619802
Cengage Learning, Inc.	Design (Cengage logo)	3790579
Cengage Learning, Inc.	Design (dog front view)	2555100
The Gale Group, Inc.	Design (lamp)	1212411
Cengage Learning, Inc.	Design (leaf logo)	2999906
Gale Holdings I, Inc.	Design (dancing H)	2908604
The Gale Group, Inc.	Design (pine trees)	3031220
The Gale Group, Inc.	DISCOVERING	2110260
The Gale Group, Inc.	DISCOVERING AUTHORS & Design	1808393
Cengage Learning, Inc.	DUXBURY PRESS	2036544
Cengage Learning, Inc.	ECONOMIC LEARNINGPATH	3455558
Cengage Learning, Inc.	ED2GO	2757302
Cengage Learning, Inc.	EDUCATIONTOGO	3050620
Cengage Learning, Inc.	EDUSPACE	2267215
Cengage Learning, Inc.	ELTEACH	85/448,075
The Gale Group, Inc.	ENCYCLOPEDIA OF ASSOCIATIONS	1296041
The Gale Group, Inc.	EXPANDED ACADEMIC ASAP	2606835
Cengage Learning, Inc.	EXTEND YOUR REACH	2805534
Cengage Learning, Inc.	FAST STAT & Design	3036150
The Gale Group, Inc.	FOUNDATION GIVING WATCH	1596358
The Gale Group, Inc.	FUNNY YOU SHOULD ASK. . .	3111373
The Gale Group, Inc.	GALE	1333193
The Gale Group, Inc.	GALE BUSINESS INSIGHTS	85/260,591
The Gale Group, Inc.	GALE GROUP	2951902
The Gale Group, Inc.	GALE NEWSVAULT	85/255,495
The Gale Group, Inc.	GALE VIRTUAL REFERENCE	3042215

Registered Owner/ Grantor	Trademark	Reg. No. or Serial No.
	LIBRARY	
The Gale Group, Inc.	GENERAL REFERENCE CENTER GOLD	2587658
Cengage Learning, Inc.	GO CHEMISTRY	3576793
The Gale Group, Inc.	GLOBALBASE	2020570
The Gale Group, Inc.	GOLDEN MOVIE RETRIEVER	2075263
The Gale Group, Inc.	GOLIATH	3042305
Cengage Learning, Inc.	GRAMMAR IN CONTEXT	2991177
The Gale Group, Inc.	GREENHAVEN PRESS	2397640
Cengage Learning, Inc.	HEINLE & HEINLE	3205928
Gale Holdings I, Inc.	HIGHBEAM	3846609
Cengage Learning, Inc.	HISTORYNOW!	3024188
Cengage Learning, Inc.	HYBRIDTEXT	3767984
Cengage Learning, Inc.	ICHAPTERS.COM	3510831
Cengage Learning, Inc.	ILRN	2884582
Cengage Learning, Inc.	ILLUSTRATED PROJECTS	2124518
The Gale Group, Inc.	INFOMARK	2437046
The Gale Group, Inc.	INFOTRAC	1557680
Cengage Learning, Inc.	INFORMATION DESTINATION	3772275
The Gale Group, Inc.	INFORMATION PLUS	1960086
The Gale Group, Inc.	INFORME	2333910
The Gale Group, Inc.	INFOTRAC INFOMARKS	2840469
Cengage Learning, Inc.	ITP & Design (encircled T)	1866136
Cengage Learning, Inc.	JAMSA	2555101
Cengage Learning, Inc.	JOININ	3325186
Cengage Learning, Inc.	JOURNEY THROUGH	2435466
Cengage Learning, Inc.	KEYTAB	2080116
The Gale Group, Inc.	KIDHAVEN PRESS	2941341
Cengage Learning, Inc.	KNOW IT? SHOW IT.	3108475
The Gale Group, Inc.	KNOWLEDGE ON DEMAND	3269803
Cengage Learning, Inc.	LIT 21	3324563
Cengage Learning, Inc.	LITERATURE IN THE 21ST CENTURY	3281165
The Gale Group, Inc.	LUCENT B-O-O-K-S & Design	1585628
The Gale Group, Inc.	MARKETING AND ADVERTISING REFERENCE SERVICE	1483958
Cengage Learning, Inc.	MATHNOW	3395795
Cengage Learning, Inc.	MILADY	3645987
Cengage Learning, Inc.	MILADY & Design	3645984
Cengage Learning, Inc.	MINDLINKS	85/539,231
Cengage Learning, Inc.	MINDTAP	85/225,668
Cengage Learning, Inc.	MY ASTRONOMY COURSE	2939230
Cengage Learning, Inc.	MY BACKPACK	2817702

Registered Owner/ Grantor	Trademark	Reg. No. or Serial No.
The Gale Group, Inc.	NATIONAL FACULTY DIRECTORY	1463471
Cengage Learning, Inc.	NETAUTHOR	3216645
Cengage Learning, Inc.	NETCOMPETENCY	3363231
Cengage Learning, Inc.	NETEXPRESS	3243876
Cengage Learning, Inc.	NETLEARNING	3246432
Cengage Learning, Inc.	NETMANAGER	3300332
Cengage Learning, Inc.	NETNOTES	3246429
Cengage Learning, Inc.	NETREVIEW	3216646
The Gale Group, Inc.	NINETEENTH-CENTURY LITERATURE CRITICISM	1616686
Cengage Learning, Inc.	NEWBURY HOUSE & Design	1750118
Cengage Learning, Inc.	ONWORD PRESS	1713122
The Gale Group, Inc.	OPPOSING VIEWPOINTS	1304988
The Gale Group, Inc.	OPPOSING VIEWPOINTS SERIES (Stylized)	1021485
Cengage Learning, Inc.	PAL	3848323
Cengage Learning, Inc.	PAL PUBLICATIONS & Design	2997503
The Gale Group, Inc.	POEM FINDER	1793467
Cengage Learning, Inc.	POETRY 21	3324570
Cengage Learning, Inc.	POETRY IN THE 21ST CENTURY	3281166
Cengage Learning, Inc.	POWERSTUDY	2665920
The Gale Group, Inc.	PRIMARY SOURCE MICROFILM	2984524
The Gale Group, Inc.	PROMT	1798332
Cengage Learning, Inc.	PROTEUS	3015903
Cengage Learning, Inc.	PSYCHOLOGYNOW	3395791
The Gale Group, Inc.	QUESTIA	2802419
The Gale Group, Inc.	QUESTIA	3038647
The Gale Group, Inc.	QUESTIA & Design	2802420
The Gale Group, Inc.	RDS BUSINESS REFERENCE SUITE	2435562
Cengage Learning, Inc.	SAM CHALLENGE	2949173
Thomson Learning Inc.	SAM 2003 PROGRADER	3244992
The Gale Group, Inc.	SCRIBNER & Design	2134666
Cengage Learning, Inc.	SHELLY CASHMAN SERIES	1732971
Cengage Learning, Inc.	SHELLY CASHMAN SERIES & Design	1709332
Cengage Learning, Inc.	SIGNATURE LABS	3641797
Cengage Learning, Inc.	SKILLS @ WORK & Design	2645476
Cengage Learning, Inc.	SMARTLINK	2977087
Cengage Learning, Inc.	SNIFFY THE VIRTUAL RAT	2331169
Cengage Learning, Inc.	SOCIOLOGYNOW	3395790
The Gale Group, Inc.	SOMETHING ABOUT THE	1582529

Registered Owner/ Grantor	Trademark	Reg. No. or Serial No.
	AUTHOR	
Cengage Learning, Inc.	SOUTH-WESTERN	3493849
The Gale Group, Inc.	ST. J	1616725
The Gale Group, Inc.	ST. JAMES PRESS	1616724
Cengage Learning, Inc.	STATISTICSNOW	3395792
Cengage Learning, Inc.	STUDYWARE	2974794
Cengage Learning, Inc.	STUDYWARE	3230228
Cengage Learning, Inc.	SYSTEME-D	3221970
The Gale Group, Inc.	TABLEBASE	3362524
The Gale Group, Inc.	TAFT	1592970
Cengage Learning, Inc.	TECHONE	2832855
Cengage Learning, Inc.	TEXERE	2489247
The Gale Group, Inc.	THE ENCYCLOPEDIA OF AMERICAN RELIGIONS	1613379
Cengage Learning, Inc.	INNOVATION QUALITY SUSTAINABILITY WWW.THEGREENDESTINATION. COM & Design ("The Green Destination Logo")	77/736,194
Cengage Learning, Inc.	THE GREEN DESTINATION	77/702,178
Cengage Learning, Inc.	THE GREEN DESTINATION: ESSENTIAL INFORMATION FOR GREEN BUILDING	77/702,179
Cengage Learning, Inc.	THE GREEN DESTINATION: ESSENTIAL INFORMATION FOR GREEN BUILDING	77/980,669
Cengage Learning, Inc.	THE TRUSTED SOURCE FOR POWERFUL KNOWLEDGE	3938456
The Gale Group, Inc.	THORNDIKE LARGE PRINT	1709939
The Gale Group, Inc.	THORNDIKE PRESS	1725504
Cengage Learning, Inc.	TODAY'S TECHNICIAN	3085163
Cengage Learning, Inc.	TOOLS FOR ENRICHING	2643749
Cengage Learning, Inc.	TOP STORIES _ _ _ _ : BEHIND THE HEADLINES	85/228,137
Cengage Learning, Inc.	TOTAL CAR CARE	2648206
Cengage Learning, Inc.	TOTAL CAR CARE	3151184
Cengage Learning, Inc.	TOTAL CAR CARE (Stylized)	2587633
Cengage Learning, Inc.	TOTAL PRACTICE ZONE	3712372
Cengage Learning, Inc.	TRUEOUTCOMES	3394746
The Gale Group, Inc.	TWENTIETH-CENTURY LITERARY CRITICISM	1617577
Cengage Learning, Inc.	TYPING TIME	2913503
The Gale Group, Inc.	UXL	3221877

Registered Owner/ Grantor	Trademark	Reg. No. or Serial No.
The Gale Group, Inc.	VIDEO SOURCE BOOK	1241661
Cengage Learning, Inc.	WADSWORTH INSITE	76/528,543
The Gale Group, Inc.	WEB FEET & Design	2685987
Cengage Learning, Inc.	WEBTUTOR (Stylized)	2721657
Cengage Learning, Inc.	WHERE SMART TECHNICIANS CLICK FOR SERVICE INFORMATION	3196131
Cengage Learning, Inc.	WHERE SMART TECHNICIANS CLICK FOR SERVICE INFORMATION	3269851
Cengage Learning, Inc.	WHERE THE WORLD COMES TO LEARN!	3426230
The Gale Group, Inc.	WHO'S WEALTHY IN AMERICA	1628825
The Gale Group, Inc.	WISETO	3503600
Cengage Learning, Inc.	WRITESPACE	3315422

Copyright Registrations and Applications

See attached.