

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM324232

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
General Electric Capital Corporation, as Administrative Agent		11/24/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Penn Foster, Inc.		
<b>Street Address:</b>	925 Oak Street		
<b>City:</b>	Scranton		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	18515		
<b>Entity Type:</b>	CORPORATION: PENNSYLVANIA		
<b>PROPERTY NUMBERS Total: 9</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2807110	EDUCATION DIRECT	
<b>Registration Number:</b>	3452917	PENN FOSTER	
<b>Registration Number:</b>	3452915	PENN FOSTER 1890	
<b>Registration Number:</b>	3469429	PENN FOSTER CAREER SCHOOL	
<b>Registration Number:</b>	3382965	PENN FOSTER HIGH SCHOOL	
<b>Registration Number:</b>	3469420	PENN FOSTER COLLEGE	
<b>Registration Number:</b>	1316190	TEL-TEST	
<b>Registration Number:</b>	0983060	DIAL-A-QUESTION	
<b>Serial Number:</b>	77527202	AMERICA'S ONLINE COMMUNITY COLLEGE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3129939767		
<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>			
<b>Phone:</b>	312-993-2622		
<b>Email:</b>	gayle.grocke@lw.com		
<b>Correspondent Name:</b>	Gayle D. Grocke c/o Latham & Watkins LLP		
<b>Address Line 1:</b>	330 N. Wabash Avenue		
<b>Address Line 2:</b>	Suite 2800		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60611		

CH \$240.00 2807110

TRADEMARK

<b>ATTORNEY DOCKET NUMBER:</b>	052262-0003
<b>NAME OF SUBMITTER:</b>	Gayle D. Grocke
<b>SIGNATURE:</b>	/gdg/
<b>DATE SIGNED:</b>	11/24/2014
<b>Total Attachments: 3</b> source=Penn Foster - GECC Trademark Release (Executed)#page1.tif source=Penn Foster - GECC Trademark Release (Executed)#page2.tif source=Penn Foster - GECC Trademark Release (Executed)#page3.tif	

**TRADEMARK RELEASE AND REASSIGNMENT**

THIS TRADEMARK RELEASE AND REASSIGNMENT (this “Release”) is made as of November 24, 2014, by GENERAL ELECTRIC CAPITAL CORPORATION, in its capacity as administrative agent and collateral agent (in such capacity, “Administrative Agent”).

**W I T N E S S E T H:**

WHEREAS, Administrative Agent and PENN FOSTER, INC., a Pennsylvania corporation (“Grantor”), were parties to that certain Amended and Restated Trademark Security Agreement dated as of March 12, 2013 (the “Security Agreement”; capitalized terms used but not otherwise defined herein shall have the meanings ascribed thereto in the Security Agreement), pursuant to which Grantor granted a security interest to Administrative Agent in, among other things, all of Grantor’s right, title and interest in, to and under the Trademark Collateral, including the Trademarks set forth on Exhibit A hereto; and

WHEREAS, Grantor has requested that Administrative Agent release its security interest in the Trademarks set forth on Exhibit A and reassign the same to Grantor;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Administrative Agent hereby releases its security interest in all of Grantor’s right, title and interest in, to and under the Trademark Collateral, including the Trademarks set forth on Exhibit A.

2. Administrative Agent hereby reassigns, grants and conveys to Grantor, without any representation, warranty, recourse or undertaking by Administrative Agent, all of Administrative Agent's right, title and interest in, to and under the Trademark Collateral, and the goodwill of Grantor’s business connected with the use of and symbolized by the Trademark Collateral.

*- Remainder of Page Intentionally Left Blank –  
[Signature Page Follows]*

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

**GENERAL ELECTRIC CAPITAL  
CORPORATION**, as Administrative Agent

By:   
Name: Thomas Costello  
Title: Duly Authorized Signatory

**EXHIBIT A**

Education Direct

Trademark	Reg. / App. / Number
EDUCATION DIRECT	2807110

Penn Foster

Trademark	Reg. / App. / Number
AMERICA'S ONLINE COMMUNITY COLLEGE	77527202
PENN FOSTER	3452917
PENN FOSTER 1890	3452915
PENN FOSTER CAREER SCHOOL	3469429
PENN FOSTER HIGH SCHOOL	3382965
PENN FOSTER COLLEGE	3469420
TEL-TEST	1316190
DIAL-A-QUESTION	0983060