

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM339603

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of Montreal		04/27/2015	Canadian Chartered Bank: CANADA

RECEIVING PARTY DATA

Name:	Nobel Learning Communities, Inc.
Street Address:	1615 WEST CHESTER PIKE
City:	WEST CHESTER
State/Country:	PENNSYLVANIA
Postal Code:	19382
Entity Type:	CORPORATION: DELAWARE
Name:	Laurel Springs School
Street Address:	302 W. EL PASEO RD.
City:	Ojai
State/Country:	CALIFORNIA
Postal Code:	93023
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	3872690	BETHESDA COUNTRY DAY SCHOOL
Registration Number:	3590863	CAMELBACK DESERT SCHOOL
Registration Number:	2480869	CAMP ZONE
Registration Number:	1977395	CHESTERBROOK ACADEMY
Registration Number:	1977394	CHESTERBROOK ACADEMY CA
Registration Number:	3120496	DESTINATION ADVENTURE
Registration Number:	2353645	DISCOVERY ISLE CHILD DEVELOPMENT CENTER
Registration Number:	3590809	ENCHANTED CARE
Registration Number:	3162110	EXTREME ADVENTURES
Registration Number:	3028581	FRED
Registration Number:	3872669	HOUSTON LEARNING ACADEMY
Registration Number:	3160599	KINDERGARTEN KICKOFF
Registration Number:	3860588	LAKE FOREST PARK MONTESSORI

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3501221	123
Registration Number:	3002015	MERRYHILL SCHOOL
Registration Number:	3001574	MERRYHILL SCHOOLS
Registration Number:	3860110	MONTESSORI CORNER
Registration Number:	2755801	PALADIN ACADEMY
Registration Number:	3622137	SOUTHERN HIGHLANDS PREPARATORY SCHOOL
Registration Number:	3220962	THE HONOR ROLL SCHOOL
Registration Number:	3524107	THE PERFECT BALANCE OF LEARNING AND PLAY
Registration Number:	3524109	THE RIGHT APPROACH TO MEET TODAY'S HIGH
Registration Number:	1859023	THE ROCKING HORSE CHILD CARE CENTER
Registration Number:	3860632	TOUCHSTONE SCHOOL
Registration Number:	3861112	
Registration Number:	3524102	WATCH YOUR CHILD GROW, FLOURISH AND EXCE
Registration Number:	3918848	BRIGHTON SCHOOL
Registration Number:	4251954	THE RHOADES SCHOOL
Registration Number:	4113389	AURORA
Registration Number:	4110563	AURORA LEARNING
Registration Number:	4015764	LAUREL SPRINGS
Registration Number:	4018986	THE LEARNING SPRINGS
Serial Number:	77956562	EVERGREEN ACADEMY

CORRESPONDENCE DATA

Fax Number:

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.

Email: ssexton@kslaw.com

Correspondent Name: King & Spalding

Address Line 1: 1180 Peachtree Street NE

Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	18876.015049
NAME OF SUBMITTER:	Sally Sexton
SIGNATURE:	/sallysexton/
DATE SIGNED:	04/28/2015

Total Attachments: 5

- source=GSO_Nobel Learning - Release of Security Interest in Trademark Collateral (2)#page1.tif
- source=GSO_Nobel Learning - Release of Security Interest in Trademark Collateral (2)#page2.tif
- source=GSO_Nobel Learning - Release of Security Interest in Trademark Collateral (2)#page3.tif
- source=GSO_Nobel Learning - Release of Security Interest in Trademark Collateral (2)#page4.tif
- source=GSO_Nobel Learning - Release of Security Interest in Trademark Collateral (2)#page5.tif

RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL

This **RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL**, dated this **27th** day of **April**, 2015, is made by Bank of Montreal, a Canadian chartered bank, acting as administrative agent (in such capacity, together with its successors and permitted assigns, the "Agent") for the Secured Creditors (as defined in the Amended and Restated Security Agreement dated August 10, 2011 by and among Agent, Nobel, and other debtors), in favor of Nobel Learning Communities, Inc., a Delaware corporation ("Nobel"), with its principal place of business in Pennsylvania, and Laurel Springs School, a California corporation ("LSS", together with Nobel, the "Releasees").

WHEREAS, pursuant to the terms and conditions of that certain Trademark Collateral Agreement, dated as of August 10, 2011 and recorded with the United States Patent and Trademark Office on September 21, 2011 at Reel 4627 Frame 0422 (the "Trademark Collateral Agreement"), made by Nobel in favor of Agent, Nobel granted to Agent a continuing security interest in all of Nobel's right, title and interest in, to, and under all of its Trademark Collateral (as defined in the Trademark Collateral Agreement; hereinafter, the "Trademark Collateral"), including the trademarks listed on Schedule A hereto;

WHEREAS, pursuant to the Trademark Assignments recorded with the United States Patent and Trademark Office, (i) Nunc Pro Tunc Assignment effective August 10, 2011, executed October 31, 2011, and recorded on November 1, 2011 at Reel 4652 Frame 0519; and (ii) Nunc Pro Tunc Assignment effective August 10, 2011, executed November 18, 2011, and recorded on November 22, 2011 at Reel 4665 Frame 0225, Nobel has assigned to LSS certain of the trademarks listed on Schedule A hereto; and

WHEREAS, Nobel has paid all of its outstanding indebtedness to Agent, and Agent now desires to terminate and release the entirety of any and all of its lien on and security interest in the Trademark Collateral granted pursuant to the Trademark Collateral Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby releases, without any representation, recourse or undertaking by Grantee, any and all liens on and security interests in the Releasees' right, title and interest in, to, and under the Trademark Collateral granted pursuant to the Trademark Collateral Agreement, together with (a) all renewals and extensions of the foregoing, (b) all goodwill of the business connected with the use of, and symbolized by, any of the foregoing, and (c) all income, royalties, proceeds, and liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation, or other impairment thereof.

This Release may be executed in any number of counterparts (including electronic transmission and facsimile counterparts), each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument.

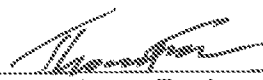
IN WITNESS WHEREOF, Agent has caused this Release of Security Interest in Trademark Collateral to be executed by its duly authorized representative as of the date first above written.

Bank of Montreal,
as Agent

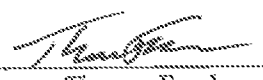
By: Pauline Christopher
Name: Pauline Christopher
Title: Director

Accepted and agreed to as of the date first above written.

Nobel Learning Communities, Inc.

By: 
Name: Thomas Frank
Title: Sr. Vice President and CFO

Laurel Springs School

By: 
Name: Thomas Frank
Title: CFO and Treasurer

SCHEDULE A
To Release of Security Interest in Trademark Collateral

<u>Trademark</u>	<u>Assignee</u>	<u>Type</u>	<u>App./Reg. No.</u>	<u>App./Reg. Date</u>
Bethesda Country Day School	Nobel	Supplemental	3,872,690	11/9/10
Camelback Desert School	Nobel	Supplemental	3,590,863	3/17/09
CAMP ZONE	Nobel	Name	2,480,869	8/21/01
CHESTERBROOK ACADEMY	Nobel	Name	1,977,395	5/28/96
CHESTERBROOK ACADEMY CA & DESIGN	Nobel	Name & Logo	1,977,394	5/28/96
DESTINATION ADVENTURE	Nobel	Name	3,120,496	7/25/06
Discovery Isle Child Development Center & Design	Nobel	Name & Logo	2,353,645	5/30/00
ENCHANTED CARE	Nobel	Name	3,590,809	3/17/09
Evergreen Academy & Design	Nobel	Name & Logo	77/956,562	3/11/10
EXTREME ADVENTURES	Nobel	Name	3,162,110	10/24/06
FRED	Nobel	Name	3,028,581	12/13/05
Houston Learning Academy	Nobel	Supplemental	3,872,669	11/9/10
KINDERGARTEN KICKOFF	Nobel	Name	3,160,599	10/17/06
Lake Forest Park Montessori	Nobel	Supplemental	3,860,588	10/12/10
Links to Learning Logo	Nobel	Logo	3,501,221	9/16/08
MERRYHILL SCHOOL	Nobel	Name	3,002,015	9/27/05
MERRYHILL SCHOOLS	Nobel	Name	3,001,574	9/27/05
Montessori Corner	Nobel	Name	3,860,110	10/12/10
PALADIN ACADEMY	Nobel	Name	2,755,801	8/26/03
Southern Highlands Preparatory School	Nobel	Supplemental	3,622,137	5/19/09
THE HONOR ROLL SCHOOL	Nobel	Name	3,220,962	3/20/07
THE PERFECT BALANCE OF LEARNING AND PLAY	Nobel	Tagline	3,524,107	10/28/08
THE RIGHT APPROACH TO MEET TODAY'S HIGH EXPECTATIONS	Nobel	Tagline	3,524,109	10/28/08

<u>Trademark</u>	<u>Assignee</u>	<u>Type</u>	<u>App./Reg. No.</u>	<u>App./Reg. Date</u>
THE ROCKING HORSE CHILD CARE CENTER & DESIGN	Nobel	Name & Logo	1,859,023	10/18/94
Touchstone School	Nobel	Name	3,860,632	10/12/10
Tree Logo (Used w/Brighton, Evergreen & Touchstone)	Nobel	Logo	3,861,112	10/12/10
WATCH YOUR CHILD GROW, FLOURISH AND EXCEL	Nobel	Tagline	3,524,102	10/28/08
Brighton School	Nobel	Name	3,918,848	2/15/11
The Rhoades School	Nobel	Name	4,251,954	12/4/12
Aurora	LSS	Name	4,113,389	3/20/12
Aurora Learning	LSS	Name	4,110,563	3/13/12
Laurel Springs	LSS	Name	4,015,764	8/23/11
The Learning Springs	LSS	Name	4,018,986	8/30/11