

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM379686

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
KEYS2 ENGAGE, LLC		04/05/2016	Limited Liability Company: CONNECTICUT
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BEDFORD, FREEMAN & WORTH PUBLISHING GROUP, LLC		
<b>Doing Business As:</b>	(D/B/A MACMILLAN LEARNING)		
<b>Street Address:</b>	One New York Plaza, 48FL		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10004		
<b>Entity Type:</b>	Limited Liability Company: NEW YORK		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4494310	WRITERKEY	
<b>Registration Number:</b>	4624828	PUBLISHKEY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2124898340		
<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>	212 489-8230		
<b>Email:</b>	nytmpto@dwt.com		
<b>Correspondent Name:</b>	Alexandra Nicholson		
<b>Address Line 1:</b>	Davis Wright Tremaine LLP		
<b>Address Line 2:</b>	1251 Avenue of the Americas, 21st Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10020		
<b>ATTORNEY DOCKET NUMBER:</b>	86829/43 KEYS2 ENGAGE		
<b>NAME OF SUBMITTER:</b>	Alexandra Nicholson		
<b>SIGNATURE:</b>	/Alexandra Nicholson/		
<b>DATE SIGNED:</b>	04/06/2016		
<b>Total Attachments: 2</b>			
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ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS, effective as of April 5, 2016, from KEYS2 ENGAGE, LLC ("Assignor") to BEDFORD, FREEMAN & WORTH PUBLISHING GROUP, LLC (D/B/A MACMILLAN LEARNING), a New York limited liability company, located at One New York Plaza, 48FL, New York, NY 10004 ("Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademark registrations listed on the attached "Schedule of Trademarks" (the "Trademarks"), together with the goodwill of the business symbolized by and associated with the Trademarks; and

WHEREAS, Assignor desires to assign to Assignee all of its right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by and associated with the Trademarks; and

WHEREAS, Assignee is desirous of acquiring all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by and associated with the Trademarks, and to stand in the place of Assignor in all matters related thereto;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers, conveys and assigns to Assignee all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by and associated with the Trademarks, and the right to sue and collect for past infringement thereof.

KEYS2 ENGAGE, LLC

By: [Signature]  
Name: DOUGLAS SILVER  
Title: CAO

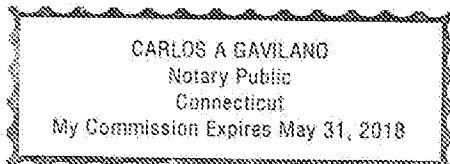
Date: 4/5/2016

State of CONNECTICUT  
County of FAIRFIELD ) ss.

On this 5th day of APRIL, 2016, before me, personally appeared DOUGLAS A. SILVER, personally known to me, or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as CAO of KEYS2 ENGAGE, LLC, and acknowledged to me that he/she executed the same.

Witness my hand and official seal.

[Signature]  
Notary Public



**Schedule of Trademarks**

**Assignor:** KEYS2 ENGAGE, LLC  
**Assignee:** BEDFORD, FREEMAN & WORTH PUBLISHING GROUP  
(D/B/A MACMILLAN LEARNING)

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
WriterKey	4494310	March 11, 2014
PublishKey	4624828	October 21, 2014