

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM384422

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of Montreal		03/23/2016	Corporation:
RECEIVING PARTY DATA			
Name:	EducationDynamics Holdings, LLC		
Street Address:	5 Marine View Plaza, Suite 212		
City:	Hoboken		
State/Country:	NEW JERSEY		
Postal Code:	07030		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 37			
Property Type	Number	Word Mark	
Serial Number:	85551754	BRANDWATCHLIVE POWERED BY EDUCATIONDYNAM	
Serial Number:	85551572	BRANDWATCHLIVE	
Registration Number:	4166082	CHRISTIANEDUCATION.COM	
Registration Number:	4205734	CHRISTIANEDUCATION.COM	
Serial Number:	85155166	TEST DRIVE GRAD SCHOOL ONLINE	
Registration Number:	3996649	TEST DRIVE GRAD SCHOOL ONLINE	
Registration Number:	3996650	TEST DRIVE COLLEGE ONLINE	
Registration Number:	4042882	STUDYABROAD.COM	
Registration Number:	3986867	STUDYABROAD.COM	
Registration Number:	3885997	STUDYABROAD.COM	
Registration Number:	4035590	FIND. ENROLL. RETAIN.	
Registration Number:	3742459	LEADWATCHLIVE	
Registration Number:	3739995	LEADWATCHLIVE	
Registration Number:	3746274	CAREER STIMULUS PACKAGE	
Registration Number:	3746275	CAREER STIMULUS PACKAGE	
Registration Number:	3725487	CAREER STIMULUS PACKAGE	
Registration Number:	3564594	EARNMYDEGREE.COM	
Registration Number:	3665734	PROJECT WORKING MOM	
Registration Number:	3851655	EDUCATIONDYNAMICS ELEARNING INDEX	

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Property Type	Number	Word Mark
Registration Number:	4091285	EDUCATIONDYNAMICS ELEARNING INDEX
Registration Number:	3891543	ELEARNERS ADVISOR
Registration Number:	3658836	EDD EDUCATION DYNAMICS
Registration Number:	3658835	EDD EDUCATION DYNAMICS
Registration Number:	3609595	EDD EDUCATION DYNAMICS CHART YOUR COURSE
Registration Number:	3658818	EDD
Registration Number:	3609563	EDUCATIONDYNAMICS
Registration Number:	3323365	EDUCATION CONNECTION
Registration Number:	3459352	UPORTFOLIO
Registration Number:	3276695	USCENE
Registration Number:	3190286	UBLOG
Registration Number:	3276223	UPEERS
Registration Number:	2818918	STUDENT PROSPECTOR
Registration Number:	2728751	STUDENTPROSPECTOR
Registration Number:	2470525	ELEARNERS
Registration Number:	2537155	ELEARNERS.COM
Registration Number:	2511470	STUDYABROAD.COM
Registration Number:	2566409	GRADSCHOOLS.COM

CORRESPONDENCE DATA

Fax Number: 8602402834

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.

Phone: 8602402834

Email: nicole.pappa@morganlewis.com

Correspondent Name: Nicole Pappa

Address Line 1: One State Street

Address Line 4: Hartford, CONNECTICUT 06037

NAME OF SUBMITTER:	Nicole Pappa
SIGNATURE:	/Nicole Pappa/
DATE SIGNED:	05/16/2016

Total Attachments: 4

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “*Release*”) is entered into as of March 23, 2016 by Bank of Montreal (“*BMO*”), with its mailing address at 115 South LaSalle Street, 12th Floor, Chicago, Illinois 60603, acting as administrative agent as defined in the respective Agreements (BMO acting as such administrative agent being hereinafter referred to as the “*Agent*”).

WITNESSETH:

WHEREAS, EducationDynamics Holdings, LLC, a Delaware limited liability company (“*Debtor*”), with its mailing address at 5 Marine View Plaza, Suite 212, Hoboken, New Jersey 07030, and Agent are parties (either directly or as a successor in interest) to (i) that certain Grant of Security Interest in Trademark dated on or about May 29, 2012 (as amended, amended and restated, restated, supplemented, modified or otherwise in effect prior to the date hereof, the “*2012 Agreement*”), which was recorded in the United States Patent and Trademark Office on or about May 30, 2012, (ii) that certain First Lien Trademark Collateral Agreement dated on or about May 18, 2007 (as amended, amended and restated, restated, supplemented, modified or otherwise in effect prior to the date hereof, the “*First Lien Agreement*”), which was recorded in the United States Patent and Trademark Office on or about August 1, 2007 and (iii) that certain Second Lien Trademark Collateral Agreement dated on or about May 18, 2007 (as amended, amended and restated, restated, supplemented, modified or otherwise in effect prior to the date hereof, the “*Second Lien Agreement*” and, together with the First Lien Agreement and 2012 Agreement, the “*Agreements*”), which was recorded in the United States Patent and Trademark Office on or about August 2, 2007, in each case, pursuant to which Debtor granted to Agent, a security interest in, among other things, the trademarks, trademark registrations, and trademark applications listed on Schedule A attached hereto and the other Trademark Property (as defined below); and

WHEREAS, Debtor has requested that Agent terminate and release its security interests in the Trademark Property and reassign the same to Debtor.

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

1. Capitalized terms used and not defined herein shall have the respective meanings given them in the respective Agreements.

2. Agent hereby terminates and releases its security interests in, and hereby reassigns, grants and conveys to Debtor, without any representation, warranty, recourse or undertaking by Agent, all of its right, title and interest, if any, in and to the following (collectively, the “*Trademark Property*”): each trademark, trademark registration, and trademark application listed on Schedule A hereto, including:

(i) Each trademark, trademark registration, and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and


(ii) All proceeds of the foregoing, including, without limitation, any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages.

The Agent authorizes the Debtor (or any of its designees) to record this Release with the United States Patent and Trademark Office and other applicable registry at the sole expense of the Debtor. The Agent further agrees to deliver or execute and deliver to the Debtor, from time to time, all further releases, and take any other actions, as may be reasonably requested by the Debtor or which are required to evidence the termination and release of the security interest in the Trademark Property contemplated hereby, in each case at the expense of the Debtor (including attorneys' fees and expenses).

[SIGNATURE PAGE TO FOLLOW]

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

BANK OF MONTREAL, AS AGENT

By 
Name: Stephanie Slavkin
Title: Managing Director

[SIGNATURE PAGE TO RELEASE OF SECURITY INTEREST IN TRADEMARKS]

TRADEMARK
REEL: 005793 FRAME: 0462

SCHEDULE A
TO RELEASE OF SECURITY INTERESTS IN TRADEMARKS
TRADEMARK REGISTRATIONS AND APPLICATIONS

	Owner	Application Number	Registration Number	Mark
1.	EducationDynamics, LLC	85551754	Pending	BRANDWATCHLIVE POWERED BY EDUCATIONDYNAMICS
2.		85551572	Pending	BRANDWATCHLIVE
3.		85535849	4166082	CHRISTIANEDUCATION.COM
4.		85535872	4205734	CHRISTIANEDUCATION.COM
5.		85155166	Pending	TEST DRIVE GRAD SCHOOL ONLINE
6.		85155179	3996649	TEST DRIVE GRAD SCHOOL ONLINE
7.		85155190	3996650	TEST DRIVE COLLEGE ONLINE
8.		85019110	4042882	STUDYABROAD.COM
9.		85019101	3986867	STUDYABROAD.COM
10.		85017142	3885997	STUDYABROAD.COM
11.		77900752	4035590	FIND. ENROLL. RETAIN.
12.		77777883	3742459	LEADWATCHLIVE
13.		77777853	3739995	LEADWATCHLIVE
14.		77743353	3746274	CAREER STIMULUS PACKAGE
15.		77743354	3746275	CAREER STIMULUS PACKAGE
16.		77743355	3725487	CAREER STIMULUS PACKAGE
17.		77514012	3564594	EARNMYDEGREE.COM
18.		77503246	3665734	PROJECT WORKING MOM
19.		77978550	3851655	EDUCATIONDYNAMICS ELEARNING INDEX
20.		77503257	4091285	EDUCATIONDYNAMICS ELEARNING INDEX
21.		77488763	3891543	ELEARNERS ADVISOR
22.		77315015	3658836	EDD EDUCATION DYNAMICS
23.		77315004	3658835	EDD EDUCATION DYNAMICS
24.		77308760	3609595	EDUCATION DYNAMICS CHART YOUR COURSE
25.		77308776	3658818	EDD
26.		77290132	3609563	EDUCATIONDYNAMICS
27.		77107661	3323365	EDUCATION CONNECTION
28.		78582272	3459352	UPORTFOLIO
29.		78582288	3276695	USCENE
30.		78582247	3190286	UBLOG
31.		78420741	3276223	UPEERS
32.		76436739	2818918	STUDENT PROSPECTOR
33.		76371976	2728751	STUDENTPROSPECTOR
34.		75830170	2470525	ELEARNERS
35.		75830171	2537155	ELEARNERS.COM
36.		75676968	2511470	STUDYABROAD.COM
37.		75676805	2566409	GRADSCHOOLS.COM