

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM502885

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Webster Bank, N.A.		12/18/2018	National Banking Association:
RECEIVING PARTY DATA			
Name:	Cambium Learning, Inc.		
Street Address:	17855 Dallas Parkway, Suite 400		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75287		
Entity Type:	Corporation: DELAWARE		
Name:	Cambium Learning Group, Inc.		
Street Address:	17855 Dallas Parkway, Suite 400		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75287		
Entity Type:	Corporation: DELAWARE		
Name:	ExploreLearning, LLC		
Street Address:	110 Avon Street, 3rd Floor		
City:	Charlottesville		
State/Country:	VIRGINIA		
Postal Code:	22902		
Entity Type:	Corporation: DELAWARE		
Name:	Kurzweil Education, Inc.		
Street Address:	17855 Dallas Parkway, Suite 400		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75287		
Entity Type:	Corporation: DELAWARE		
Name:	LAZEL, Inc.		
Street Address:	17855 Dallas Parkway, Suite 400		
City:	Dallas		
State/Country:	TEXAS		

CH \$1890.00 3051380

TRADEMARK

Postal Code:	75287
Entity Type:	Corporation: DELAWARE
Name:	Learning A-Z, LLC
Street Address:	1840 East River Road, Ste. 320
City:	Tuscon
State/Country:	ARIZONA
Postal Code:	85718
Entity Type:	Corporation: DELAWARE
Name:	Voyager Sopris Learning, Inc.
Street Address:	17855 Dallas Parkway, Suite 400
City:	Dallas
State/Country:	TEXAS
Postal Code:	75287
Entity Type:	Corporation: COLORADO
Name:	VSS-Cambium Holdings II Corp.
Street Address:	17855 Dallas Parkway, Suite 400
City:	Dallas
State/Country:	TEXAS
Postal Code:	75287
Entity Type:	Corporation: DELAWARE
Name:	VSS-Cambium Holdings IV, LLC
Street Address:	17855 Dallas Parkway, Suite 400
City:	Dallas
State/Country:	TEXAS
Postal Code:	75287
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 75

Property Type	Number	Word Mark
Registration Number:	3051380	CAMBIUM LEARNING
Registration Number:	3711800	CAMBIUM LEARNING TECHNOLOGIES
Registration Number:	2874724	COLLEAGUE IN THE CLASSROOM
Registration Number:	4532895	EDPLICITY
Registration Number:	4342141	EXPLORELEARNING
Registration Number:	4249753	FIREFLY
Registration Number:	4490224	
Registration Number:	4490225	FIREFLY
Registration Number:	4483329	
Registration Number:	3957248	

TRADEMARK

REEL: 006559 FRAME: 0747

Property Type	Number	Word Mark
Registration Number:	3961960	GIZMO
Registration Number:	2858200	HEADSPROUT
Registration Number:	2904503	THE HERMAN METHOD
Registration Number:	3976981	KURZWEIL 3000
Registration Number:	2977602	KURZWEIL 3000 LEARNSTATION
Registration Number:	3776585	LANGUAGE!
Registration Number:	3128544	LETRS
Registration Number:	3706968	PASSPORT READING JOURNEYS
Registration Number:	2862154	PROBLEM SOLVING STEP BY STEP
Registration Number:	2823128	READ WELL
Registration Number:	4342142	REFLEX
Registration Number:	3190657	REWARDS
Registration Number:	3200138	RIDE
Registration Number:	4476270	SHOWTIME!
Registration Number:	3197514	SOLO
Registration Number:	3257416	
Registration Number:	3888113	SPROUT STORY
Registration Number:	2558492	STEP UP TO WRITING
Registration Number:	3526181	STOP AND THINK
Registration Number:	3526182	STOP AND THINK
Registration Number:	3593583	TICKET TO READ
Registration Number:	3702174	TICKET TO READ
Registration Number:	3076517	TIMEWARP
Registration Number:	3587549	TRANSMATH
Registration Number:	2779424	V
Registration Number:	3088079	VIAJES
Registration Number:	2626404	VIP
Registration Number:	3113016	VMATH
Registration Number:	3778556	VMATH MATH INTERVENTION THAT WORKS VMATH
Registration Number:	3537700	VMATHLIVE
Registration Number:	3769145	VOCABJOURNEY
Registration Number:	4217045	VOYAGER
Registration Number:	3747247	VOYAGER PASAPORTE
Registration Number:	3655338	VOYAGER PASSPORT
Registration Number:	3747246	VOYAGER PASSPORT
Registration Number:	2848412	VOYAGERU
Registration Number:	2749505	VOYAGER UNIVERSAL LITERACY SYSTEM
Registration Number:	3336348	VPORT

Property Type	Number	Word Mark
Registration Number:	3341306	VPORT
Registration Number:	4830947	KURZWEIL
Registration Number:	4849492	LEARNING A-Z
Registration Number:	4849493	RAZ-KIDS
Registration Number:	4849494	SCIENCE A-Z
Registration Number:	2129258	VOYAGER EXPANDED LEARNING
Serial Number:	86783992	LANGUAGE! LIVE
Serial Number:	86696809	POWER PASS
Serial Number:	86696786	READINGSCAPE
Serial Number:	86548769	VOYAGER PASAPORTE
Serial Number:	86551922	VOYAGER SOPRIS LEARNING
Serial Number:	86547568	WE CAN EARLY LEARNING CURRICULUM
Registration Number:	3792827	LEARNINGNOW
Registration Number:	3986418	ELEARNING THAT WORKS!
Serial Number:	86811207	KURZWEIL EDUCATION
Registration Number:	3779651	RESEARCHED. TESTED. GUARANTEED.
Registration Number:	3868761	SPROUT GAMES
Registration Number:	5345727	
Registration Number:	4995198	LANGUAGE! LIVE
Registration Number:	5027193	TIMEWARP PLUS
Registration Number:	5056296	VELOCITY
Registration Number:	5160476	VELOCITY
Registration Number:	5169693	
Registration Number:	5077991	
Registration Number:	5312472	ENLIGHTENED LITERACY
Registration Number:	5041236	HEADSPROUT
Registration Number:	5244407	READING A-Z

CORRESPONDENCE DATA

Fax Number: 2127158100

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: 212-715-9100

Email: kltrademark@kramerlevin.com

Correspondent Name: Kramer Levin Naftalis & Frankel LLP

Address Line 1: 1177 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER: Diane Torniali

SIGNATURE: /Diane Torniali/

DATE SIGNED:

12/20/2018

Total Attachments: 11

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “**Release**”) is made as of December 18, 2018, by Webster Bank, N.A., in its capacity as administrative agent (in such capacity, “**Administrative Agent**”) under the Credit Agreement (as defined below) in favor of each of Cambium Learning, Inc., Cambium Learning Group, Inc., ExploreLearning, LLC, Kurzweil Education, Inc., LAZEL, Inc., Learning A-Z, LLC, Voyager Sopris Learning, Inc., VSS-Cambium Holdings II Corp., and VSS-Cambium Holdings IV, LLC (collectively, the “**Grantors**”).

WHEREAS, pursuant to the terms and conditions of that certain Security Agreement dated as of December 10, 2015 (as the same may have been amended, modified, extended or restated from time to time, “**Security Agreement**”), by and among the Grantors and the Administrative Agent, and that certain Credit Agreement dated as of December 10, 2015 (as the same may have been amended, modified, extended or restated from time to time, the “**Credit Agreement**”), by and among, among others, certain of the Grantors and the Administrative Agent, the Grantors and the Administrative Agent entered into that certain Trademark Security Agreement, dated as of December 10, 2015 (the “**Trademark Security Agreement**”);

WHEREAS, pursuant to the terms and conditions of the Trademark Security Agreement and the Security Agreement, each Grantor granted to the Administrative Agent on behalf of the secured parties a continuing security interest in and to, and lien on, all of such Grantor’s right, title and interest in, to and under certain Trademark Collateral (as defined in the Trademark Security Agreement), including, without limitation, the trademarks and trademark applications set forth on Schedule A attached hereto (the “**Trademarks**”);

WHEREAS, the Trademark Security Agreement was recorded with (i) the U.S. Patent and Trademark Office on December 10, 2015 at Reel/Frame 5686/0187 and (ii) the Canadian Intellectual Property Office on December 23, 2015 at file number 1627732; and

WHEREAS, the Administrative Agent desires to terminate all such security interests, and to execute and deliver to the Grantors all deeds, assignments and other instruments as may be reasonably necessary to release the security interests relating to the Trademarks.

NOW, THEREFORE, for and in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Administrative Agent on behalf of itself and the secured parties, hereby terminates the Trademark Security Agreement and relinquishes unto each applicable Grantor the continuing security interest in, and lien on, the Trademarks and otherwise assigns, grants and conveys to each applicable Grantor, without recourse, any and all right, title and interest the Administrative Agent or the secured parties may have in, to or under to the Trademarks in order to revest in each applicable Grantor full and unencumbered title to said Trademarks.

[Signature page follows.]

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

WEBSTER BANK, N.A.


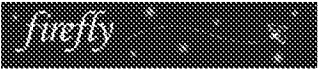


By: *Kristen Kenny*
Name: Kristen Kenny
Title: Vice President



[Signature Page to Release of Security Interest in Trademarks]





TRADEMARK
REEL: 006559 FRAME: 0752




Schedule A




US TRADEMARKS

Mark	Registration or Serial Number
CAMBIUM LEARNING	3,051,380
CAMBIUM LEARNING TECHNOLOGIES	3,711,800
COLLEAGUE IN THE CLASSROOM	2874724
EDPLICITY	4532895
EXPLORELEARNING	4,342,141
FIREFLY	4249753
 (Firefly Design)	4490224
 (Firefly Banner)	4490225
 (Firefly Design)	4483329
	3957248
GIZMO	3,961,960
HEADSPROUT	2858200
THE HERMAN METHOD	2904503
KURZWEIL 3000	3,976,981
KURZWEIL 3000 LEARNSTATION	2,977,602
KURZWEIL EDUCATIONAL SYSTEMS	3956306
LANGUAGE!	3776585

LETTRS	3128544
PASSPORT READING JOURNEYS	3706968
PROBLEM SOLVING STEP BY STEP	2862154
READ WELL	2823128
REFLEX	4,342,142
REWARDS	3190657
RIDE	3200138
SHOWTIME!	4476270
SOLO	3197514
 (Sopris design/double diamond, w/o claim to particular color)	3257416
SPROUT STORY	3888113
STEP UP TO WRITING	2558492
STOP AND THINK	3526181
	3526182
TICKET TO READ	3593583


TICKET TO READ	3702174
TIMEWARP	3076517
TRANSMATH	3587549
 (V & Design)	2779424
VIAJES	3088079
VIP	2626404
VMATH	3113016
 (VMATH MATH INTERVENTION THAT WORKS & Design)	3778556
VMATHLIVE	3537700
VOCABJOURNEY	3769145
 (VOYAGER and Design)	4217045
 (VOYAGER PASAPORTE & Design)	3747247
VOYAGER PASSPORT	3655338

	3747246
VOYAGER U	2848412
VOYAGER UNIVERSAL LITERACY SYSTEM	2749505
VPOR T	3336348
	3341306
KURZWEIL	4830947
LEARNING A-Z	4849492
RAZ-KIDS	4849493
SCIENCE A-Z	4849494
VOYAGER EXPANDED LEARNING	2129258
LANGUAGE! LIVE	86783992
POWER PASS	86696809
READINGSCAPE	86696786
VOYAGER PASAPORTE and Design 	86548769
VOYAGER SOPRIS LEARNING	86551922
WE CAN [EARLY LEARNING CURRICULUM] with Design (Color)	86547568
LEARNINGNOW	3792827
ELEARNING THAT WORKS!	3986418

KURZWEIL EDUCATION	86/811207
RESEARCHED. TESTED. GUARANTEED.	3779651
SPROUT GAMES	3868761
Design Only 	5345727
LANGUAGE! LIVE	4995198
TIMEWARP PLUS	5027193
VELOCITY	5056296
VELOCITY Stylized <i>velocity</i>	5160476
Design Only	5169693
Design Only 	5077991
ENLIGHTENED LITERACY 	5312472
HEADSPROUT	5041236
READING A-Z	5244407





CANADIAN TRADEMARKS

Mark	Registration or Serial Number
FIREFLY	CIPO App. No. 1,627,732

KURZWEIL 1000	CIPO App. No. 1,627,506
KURZWEIL 3000 LEARNSTATION	CIPO TMA667,947
TICKET TO READ	TMA834,436
TIMEWARP	TMA725,035
VPORT	TMA733,831
SOLO	TMA724,230
 (Firefly Design)	TMA 892,072
REFLEX	Reg. No. TMA 892,073
SPROUT	TMA764176
GIZMO	TMA949661

TRADEMARKS IN OTHER JURISDICTIONS

<u>Mark</u>	<u>Registration or Serial Number and Jurisdiction</u>
FIREFLY	012295002 (CTM)
FIREFLY	Hong Kong 302743362
FIREFLY	Hong Kong

	302762064
FIREFLY	China 13307460
FIREFLY	CTM 012295002
 (No color claimed)	CTM 012295044
 (NOTE however: drawing is in black and white, no color claimed)	Hong Kong 302743371
 (NOTE however: drawing is in black and white, no color claimed)	Hong Kong 302762073
 (NOTE however: drawing is in black and white, no color claimed)	China 13307437
KURZWEIL 3000	Hong Kong 302743353
KURZWEIL 3000	China 13307498
PASSPORT READING JOURNEYS	1,080,204 (Australia)

SOLO	2,403,126 (United Kingdom)
SPROUT STORIES	3895558 Madrid No. 0892093
TICKET TO READ	1,226,063 (Australia)
TICKET TO READ	6,564,185 (China)
TICKET TO READ	6,564,184 (China)
TICKET TO READ	2,480,674 (United Kingdom)
TIMEWARP	1,080,205 (Australia)
TIMEWARP	2,403,253 (United Kingdom)
VPORT	1,095,550 (Australia)
VPORT	2,411,385 (United Kingdom)
KURZWEIL 3000	13307409 28-JAN-2015 (China)

HEADSPROUT	1327904 (International Register Australia China Korea)
HEADSPROUT	01201619 (Taiwan)