

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM559015

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|-----------------------------------|---|-----------------------|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | TRADEMARK SECURITY AGREEMENT | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Curriculum Associates, LLC | | 01/27/2020 | Limited Liability Company: MASSACHUSETTS |
| RECEIVING PARTY DATA | | | |
| Name: | GOLDMAN SACHS BANK USA, AS ADMINISTRATIVE AGENT | | |
| Street Address: | 200 West street | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10282 | | |
| Entity Type: | National Banking Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 31 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5170937 | READY CENTRAL | |
| Registration Number: | 4060077 | STAMS SOLVE | |
| Registration Number: | 4256190 | I-READY | |
| Registration Number: | 4294324 | READY | |
| Registration Number: | 2320672 | CARS | |
| Registration Number: | 4623924 | THE WORLD'S WORST PET | |
| Registration Number: | 1145731 | BRIGANCE | |
| Registration Number: | 5081666 | I-READY CENTRAL | |
| Registration Number: | 2674647 | STAMS | |
| Registration Number: | 2674644 | STARS | |
| Registration Number: | 2688590 | CA101 | |
| Registration Number: | 2708680 | EXTENSIONS IN READING | |
| Registration Number: | 2731724 | PASSAGEWAYS | |
| Registration Number: | 2736061 | CAMS | |
| Registration Number: | 2763385 | QUICK-MATH | |
| Registration Number: | 1797802 | CURRICULUM ASSOCIATES | |
| Registration Number: | 1844362 | QUICK-WORD | |
| Registration Number: | 2962541 | | |
| Registration Number: | 2980258 | WRITE! | |
| TRADEMARK | | | |

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| Property Type | Number | Word Mark |
|----------------------|---------|---------------|
| Registration Number: | 3013070 | QUICK-WRITE |
| Registration Number: | 1978281 | TEST READY |
| Registration Number: | 3138002 | PALABRA LISTA |
| Registration Number: | 4141190 | MOTION MATH |
| Registration Number: | 5354979 | QUICK-SPELL |
| Registration Number: | 4503192 | QUESTIMATE! |
| Registration Number: | 5497930 | |
| Registration Number: | 5486492 | VICTOR FIXER |
| Registration Number: | 5486489 | SNARGG SPLATT |
| Registration Number: | 5633004 | |
| Registration Number: | 5647191 | |
| Registration Number: | 5632595 | |

CORRESPONDENCE DATA

Fax Number: 2123108007

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: 212.310.8000

Email: juan.arias@weil.com

Correspondent Name: Kyle T. Brumm

Address Line 1: Weil, Gotshal & Manges LLP

Address Line 2: 767 Fifth Avenue

Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER: K.Brumm - 71620.0146

NAME OF SUBMITTER: Kyle T. Brumm

SIGNATURE: /Kyle T. Brumm/

DATE SIGNED: 01/27/2020

Total Attachments: 5

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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of January 27, 2020, by Curriculum Associates, LLC, a Massachusetts limited liability company (the “Grantor”), in favor of GOLDMAN SACHS BANK USA, in its capacity as administrative agent pursuant to the Credit Agreement (as defined in the Security Agreement defined below) (in such capacity, the “Administrative Agent”).

WITNESSETH:

WHEREAS, the Grantor is party to a Security Agreement, dated as of January 27, 2020 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”), in favor of the Administrative Agent, for the benefit of the Secured Parties, pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement.

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Grantor hereby agrees with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

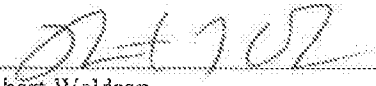
SECTION 2. Grant of Security Interest in Trademark Collateral. The Grantor hereby pledges and grants to the Administrative Agent, for the benefit of the Secured Parties, a lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral (excluding any Excluded Assets) of the Grantor: all Trademarks of the Grantor, including those listed on Schedule I attached hereto.

SECTION 3. The Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent, for the benefit of the Secured Parties, pursuant to the Security Agreement and the Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms of which are incorporated herein by reference. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[Signature pages follow]

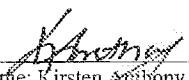
CURRICULUM ASSOCIATES, LLC

By: 

Name: Robert Waldron

Title: Chief Executive Officer and President



GOLDMAN SACHS BANK USA,
as Administrative Agent





By:  _____
Name: Kirsten Anthony (Hagen)
Title: Authorized Signatory

Schedule I
to Trademark Security Agreement

TRADEMARK REGISTRATIONS AND USE APPLICATIONS

Trademark Registrations:

| Owner | Mark/Name | Reg. Date | Reg. No. |
|----------------------------|--|------------------|-----------------|
| Curriculum Associates, LLC | READY CENTRAL | 03/28/2017 | 5,170,937 |
| Curriculum Associates, LLC | STAMS SOLVE | 11/22/2011 | 4,060,077 |
| Curriculum Associates, LLC | I-READY | 12/11/2012 | 4,256,190 |
| Curriculum Associates, LLC | READY | 02/26/2012 | 4,294,324 |
| Curriculum Associates, LLC | CARS | 02/22/2000 | 2,320,672 |
| Curriculum Associates, LLC | THE WORLD'S WORST PET | 10/21/2014 | 4,623,924 |
| Curriculum Associates, LLC | BRIGANCE | 01/13/1981 | 1,145,731 |
| Curriculum Associates, LLC | I-READY CENTRAL | 11/15/2016 | 5,081,666 |
| Curriculum Associates, LLC | STAMS | 01/14/2003 | 2,674,647 |
| Curriculum Associates, LLC | STARS | 01/14/2003 | 2,674,644 |
| Curriculum Associates, LLC | CA101 | 10/2/2003 | 2,688,590 |
| Curriculum Associates, LLC | EXTENSIONS IN READING | 04/22/2003 | 2,708,680 |
| Curriculum Associates, LLC | PASSAGEWAYS | 07/1/2003 | 2,731,724 |
| Curriculum Associates, LLC | CAMS | 07/15/2003 | 2,736,061 |
| Curriculum Associates, LLC | QUICK-MATH | 09/16/2003 | 2,763,385 |
| Curriculum Associates, LLC | CURRICULUM ASSOCIATES | 10/12/1993 | 1,797,802 |
| Curriculum Associates, LLC | QUICK-WORD | 07/12/1994 | 1,844,362 |
| Curriculum Associates, LLC |  C DESIGN (logo) | 07/14/2005 | 2,962,541 |
| Curriculum Associates, LLC |  WRITE! (stylized) | 07/26/2005 | 2,980,258 |

| <u>Owner</u> | <u>Mark/Name</u> | <u>Reg. Date</u> | <u>Reg. No.</u> |
|----------------------------|---|------------------|-----------------|
| Curriculum Associates, LLC | QUICK-WRITE | 11/8/2005 | 3,013,070 |
| Curriculum Associates, LLC | TEST READY | 06/4/1996 | 1,978,281 |
| Curriculum Associates, LLC | PALABRA LISTA | 09/5/2006 | 3,138,002 |
| Curriculum Associates, LLC | MOTION MATH | 05/15/2012 | 4,141,190 |
| Curriculum Associates, LLC | QUICK-SPELL | 12/12/2017 | 5,354,979 |
| Curriculum Associates, LLC | QUESTIMATE! | 03/25/2014 | 4,503,192 |
| Curriculum Associates, LLC | STAMS SOLVE | 11/22/2011 | 4,060,077 |
| Curriculum Associates, LLC |  PLORY (character) | 06/19/2018 | 5,497,930 |
| Curriculum Associates, LLC | VICTOR FIXER | 06/5/2018 | 5,486,492 |
| Curriculum Associates, LLC | SNARGG SPLATT | 06/5/2018 | 5,486,489 |
| Curriculum Associates, LLC | Cube Design (Logo)  | 12/18/18 | 5,633,004 |
| Curriculum Associates, LLC | SNARGG (Character)  | 1/8/2019 | 5,647,191 |
| Curriculum Associates, LLC |  YOOP (Character) | 10/2/2018 | 5,632,595 |

Trademark Applications:

| <u>Owner</u> | <u>Trademarks</u> | <u>Application Serial Number</u> |
|----------------------------|-------------------|----------------------------------|
| Curriculum Associates, LLC | READY CLASSROOM | 88415294 |
| Curriculum Associates, LLC | CLOUD MACHINE | 88571532 |
| Curriculum Associates, LLC | I-READY | 88723391 |