

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM568441

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL AT R/F 5869/0544		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
First Eagle Private Credit, LLC	FORMERLY NewStar Financial, LLC	03/23/2020	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Cadence Education, LLC		
Street Address:	8767 E. Via De Ventura		
Internal Address:	Suite 200		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85258		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 34			
Property Type	Number	Word Mark	
Serial Number:	87093534	A CADENCE EDUCATION SCHOOL OF EXCELLENCE	
Serial Number:	87093544	A CADENCE EDUCATION SCHOOL OF EXCELLENCE	
Serial Number:	86666663	A CADENCE EDUCATION SCHOOL	
Serial Number:	76550246	APPLE TREE CHILDREN'S CENTER	
Serial Number:	78819556	C	
Serial Number:	78808215	C	
Serial Number:	86666678	CADENCE ACADEMY PRESCHOOL	
Serial Number:	86666672	CADENCE EDUCATION	
Serial Number:	86742060	CADENCE EDUCATION	
Serial Number:	86742062	CADENCE EDUCATION	
Serial Number:	85066833	CANTERBURY ACADEMY	
Serial Number:	78808198	CANTERBURY PREPARATORY SCHOOL	
Serial Number:	75637091	CORNERSTONE LEARNING CENTER	
Serial Number:	86780725	FLANAGAN'S PRESCHOOL	
Serial Number:	86780718	FLANAGAN'S PRESCHOOL	
Serial Number:	75445269	GATEWAY ACADEMY	
Serial Number:	86780730	GATEWAY ACADEMY CHILD DEVELOPMENT CENTER	

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	76486923	MINI-SKOOL
Serial Number:	76486575	MINI-SKOOL A CHILD'S PLACE
Serial Number:	85534646	NEXT GENERATION CHILDREN'S CENTERS
Serial Number:	85534564	NGCC
Serial Number:	75589370	NURTURING STRENGTHS THAT LAST A LIFETIME
Serial Number:	86785830	PHOENIX CHILDREN'S ACADEMY PRIVATE PRESC
Serial Number:	86785835	PHOENIX CHILDREN'S ACADEMY PRIVATE PRESC
Serial Number:	86780714	SMALLER SCHOLARS MONTESSORI ACADEMY
Serial Number:	86780712	SMALLER SCHOLARS MONTESSORI ACADEMY
Serial Number:	75527817	SUNBROOK ACADEMY
Serial Number:	87071358	SUNBROOK ACADEMY
Serial Number:	73417698	THE PEANUT GALLERY
Serial Number:	86785838	THE PHOENIX SCHOOLS PRIVATE K - 8
Serial Number:	86785841	THE PHOENIX SCHOOLS PRIVATE PRESCHOOL
Serial Number:	86785844	THE PHOENIX SCHOOLS PRIVATE PRESCHOOL
Serial Number:	77757543	WEST COUNTY DAY SCHOOL
Serial Number:	75009581	WINWOOD CHILDREN'S CENTER

CORRESPONDENCE DATA

Fax Number: 2127514864

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: 2129061209

Email: jessica.bajada-silva@lw.com

Correspondent Name: LATHAM & WATKINS LLP,C/O J. Bajada-Silva

Address Line 1: 885 Third Ave

Address Line 4: New York City, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	038507-0882
NAME OF SUBMITTER:	Jessica Bajada-Silva
SIGNATURE:	/s/ Jessica Bajada-Silva
DATE SIGNED:	03/23/2020

Total Attachments: 5

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RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL

This **RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL** (this “Release”) is made as of March 23, 2020 (“Effective Date”), by **FIRST EAGLE PRIVATE CREDIT, LLC** (f/k/a/ NewStar Financial, LLC (NewStar Financial, LLC f/k/a NewStar Financial, Inc.)), a Delaware limited liability company, in its capacity as agent for the Lenders (in such capacity, together with its successors and assigns in such capacity, “Grantee”), in favor of **CADENCE EDUCATION, LLC** (f/k/a Cadence Education, Inc.) (the “Grantor”).

WHEREAS, reference is made to that certain Credit Agreement dated as of September 2, 2016 (as amended by that certain First Amendment to Credit Agreement, dated as of June 19, 2018, that certain Second Amendment to Credit Agreement, dated as of October 16, 2018, that certain Third Amendment to Credit Agreement, dated as of July 29, 2019, that certain Fourth Amendment to Credit Agreement, dated as of September 19, 2019 and as may be further amended, supplemented, waived or otherwise modified from time to time prior to the date hereof, the “Credit Agreement”) by and among **NORTH HAVEN CADENCE BUYER, INC.**, a Delaware corporation (the “Borrower”), the lenders from time to time parties thereto (the “Lenders”) and the Grantee, as agent;

WHEREAS, in connection with the Credit Agreement, the Grantor has entered into that certain Guarantee and Collateral Agreement, dated as of September 2, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the “Guarantee and Collateral Agreement”), in favor of the Grantee for the benefit of the Lenders; and

WHEREAS, pursuant to the terms and conditions of that certain Trademark Security Agreement dated as of September 2, 2016, by and among the Grantor and Grantee (as amended, restated, supplemented or otherwise modified from time to time, the “Trademark Security Agreement”), which was recorded with the United States Patent and Trademark Office on September 2, 2016 at Reel 5869, Frame 0544, the Grantor granted to Grantee a security interest in all of the Grantor’s right, title and interest in and to the Trademarks listed therein (the “Trademark Collateral”); and

WHEREAS, Grantee now desires to release its security interest in the Trademark Collateral, including, without limitation, the trademark registrations and applications listed on **Schedule 1** hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantee hereby covenants and agrees as follows:

1. Without representation or warranty of any kind or nature, Grantee hereby terminates, releases, and discharges its security interest in the Trademark Collateral granted pursuant to the Guarantee and Collateral Agreement and the Trademark Security Agreement, and reassigns to the Grantor all right, title and interest of Grantee in the Trademark Collateral, including the items listed on Schedule 1, pursuant to the Guarantee and Collateral Agreement and the Trademark Security Agreement.

2. Grantee hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts, in each case at the Grantor’s expense, as may be reasonably necessary to effect the release of the security interest in the Trademark Collateral contemplated hereby.





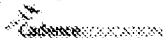
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IN WITNESS WHEREOF, Grantee has caused this Release to be executed by its duly authorized representative as of the Effective Date.





FIRST EAGLE PRIVATE CREDIT, LLC, a
Delaware limited liability company, as Grantee

By: Brian Forde
Name: Brian Forde
Title: Managing Director

SCHEDULE 1
to
RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL

Mark	App. No. Reg. No.	App. Date Reg. Date	Status of Mark
A CADENCE EDUCATION SCHOOL OF EXCELLENCE	87093534 5154902	July 5, 2016 March 7, 2017	Registered
A CADENCE EDUCATION SCHOOL OF EXCELLENCE and Design 	87093544 5154903	July 5, 2016 March 7, 2017	Registered
A CADENCE EDUCATION SCHOOL	86666663 5125178	June 18, 2015 January 17, 2017	Registered
APPLE TREE CHILDREN'S CENTER	76550246 2909966	October 9, 2003 December 14, 2004	Registered
C and Design 	78819556 3401807	February 21, 2006 March 25, 2008	Registered
C and Design 	78808215 3401799	February 6, 2006 March 25, 2008	Registered
CADENCE ACADEMY PRESCHOOL	86666678 5032925	June 18, 2015 August 30, 2016	Registered
CADENCE EDUCATION	86666672 5032924	June 18, 2015 August 30, 2016	Registered
CADENCE EDUCATION and Design 	86742060 5046811	August 31, 2015 September 20, 2016	Registered
CADENCE EDUCATION and Design 	86742062 5051140	August 31, 2015 September 27, 2016	Registered
CANTERBURY ACADEMY	85066833 3937162	June 18, 2010 March 29, 2011	Registered
CANTERBURY PREPARATORY SCHOOL	78808198 3287933	February 6, 2006 September 4, 2007	Registered
CORNERSTONE LEARNING CENTER	75637091 2338039	February 8, 1999 April 4, 2000	Registered

Mark	App. No. Reg. No.	App. Date Reg. Date	Status of Mark
FLANAGAN'S PRESCHOOL	86780725 5084995	October 7, 2015 November 22, 2016	Registered
FLANAGAN'S PRESCHOOL	86780718 5084994	October 7, 2015 November 22, 2016	Registered
GATEWAY ACADEMY	75445269 2305386	March 5, 1998 January 4, 2000	Registered
GATEWAY ACADEMY CHILD DEVELOPMENT CENTERS	86780730 5084996	October 7, 2015 November 11, 2016	Registered
MINI-SKOOL	76486923 2829486	January 24, 2003 April 6, 2004	Registered
MINI-SKOOL A CHILD'S PLACE	76486575 2831528	January 24, 2003 April 13, 2004	Registered
NEXT GENERATION CHILDREN'S CENTERS	85534646 4423820	February 6, 2012 October 29, 2013	Registered
NGCC and Design 	85534564 4224804	February 6, 2012 October 16, 2012	Registered
NURTURING STRENGTHS THAT LAST A LIFETIME	75589370 2281800	November 16, 1998 September 28, 1999	Registered
PHOENIX CHILDREN'S ACADEMY PRIVATE PRESCHOOL and Design 	86785830 5135383	October 13, 2015 February 7, 2017	Registered
PHOENIX CHILDREN'S ACADEMY PRIVATE PRESCHOOL and Design 	86785835 5135384	October 13, 2015 February 7, 2017	Registered
SMALLER SCHOLARS MONTESSORI ACADEMY	86780714 5084993	October 7, 2015 November 22, 2016	Registered
SMALLER SCHOLARS MONTESSORI ACADEMY	86780712 5084992	October 7, 2015 November 22, 2016	Registered
SUNBROOK ACADEMY	75527817 2261170	July 30, 1998 July 13, 1999	Registered

Mark	App. No. Reg. No.	App. Date Reg. Date	Status of Mark
SUNBROOK ACADEMY and Design 	87071358 5136751	June 14, 2016 February 7, 2017	Registered
THE PEANUT GALLERY	73417698 1298138	March 17, 1983 September 25, 1984	Registered
THE PHOENIX SCHOOLS PRIVATE K - 8 and Design 	86785838 5135385	October 13, 2015 February 7, 2017	Registered
THE PHOENIX SCHOOLS PRIVATE PRESCHOOL and Design 	86785841 5135386	October 13, 2015 February 7, 2017	Registered
THE PHOENIX SCHOOLS PRIVATE PRESCHOOL and Design 	86785844 5135387	October 13, 2015 February 7, 2017	Registered
WEST COUNTY DAY SCHOOL	77757543 3797794	June 11, 2009 June 1, 2010	Registered
WINWOOD CHILDREN'S CENTER	75009581 2241717	October 24, 1995 April 27, 1999	Registered