

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM604999

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wilmington Bank Savings Fund Society, FSB, successor Collateral Agent		08/27/2020	Federal Savings Bank: DELAWARE
RECEIVING PARTY DATA			
Name:	SUMTOTAL SYSTEMS LLC		
Street Address:	300 Innovative Way, Suite 201		
Internal Address:	c/o SkillSoft Corporation		
City:	Nashua		
State/Country:	NEW HAMPSHIRE		
Postal Code:	03062		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	ACCERO, INC.		
Street Address:	300 Innovative Way, Suite 201		
Internal Address:	c/o SkillSoft Corporation		
City:	Nashua		
State/Country:	NEW HAMPSHIRE		
Postal Code:	03062		
Entity Type:	Corporation: DELAWARE		
Name:	CYBERSHIFT HOLDINGS, INC.		
Street Address:	300 Innovative Way, Suite 201		
Internal Address:	c/o SkillSoft Corporation		
City:	Nashua		
State/Country:	NEW HAMPSHIRE		
Postal Code:	03062		
Entity Type:	Corporation: DELAWARE		
Name:	CYBERSHIFT, INC.		
Street Address:	300 Innovative Way, Suite 201		
Internal Address:	c/o SkillSoft Corporation		
City:	Nashua		
State/Country:	NEW HAMPSHIRE		
Postal Code:	03062		

TRADEMARK

Entity Type:	Corporation: NEW YORK
Name:	GEOLEARNING, INC.
Street Address:	300 Innovative Way, Suite 201
Internal Address:	c/o SkillSoft Corporation
City:	Nashua
State/Country:	NEW HAMPSHIRE
Postal Code:	03062
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Registration Number:	1149783	PHOENIX
Registration Number:	1282199	CYBORG SYSTEMS
Registration Number:	1285189	CYBORG SYSTEMS
Registration Number:	1454972	THE SOLUTION SERIES
Registration Number:	1545236	PREFERENCE
Registration Number:	1581290	TOOLBOOK
Registration Number:	1631388	REGISTRAR
Registration Number:	1779539	ON TRACK FOR TRAINING
Registration Number:	1904208	THE SOLUTION SERIES/ST
Registration Number:	2189677	PATHLORE
Registration Number:	2081191	TRUTRACK
Registration Number:	2239714	CYBERSHIFT
Registration Number:	2250625	PATHLORE
Registration Number:	3526817	CYBERSHIFT
Registration Number:	3488023	NECHO
Registration Number:	3507682	
Registration Number:	3488042	BOOMERANG
Registration Number:	3488043	NECHOBOOMERANG
Registration Number:	3507685	NECHOEXPENSE
Registration Number:	3693384	ACCERO
Registration Number:	3621880	GEO MAESTRO
Registration Number:	3668736	GEO ON-DEMAND
Registration Number:	3754430	CYBERSHIFT
Registration Number:	3855972	SMART & SAASY
Registration Number:	3935575	IMPULSE 3G
Registration Number:	3847511	GEOLEARNING OUTSMART. OUTMANEUVER. OUTPE
Registration Number:	2986031	ASPEN
Registration Number:	3110071	SUMTOTAL

Property Type	Number	Word Mark
Registration Number:	3969748	GEOLEARNING
Registration Number:	4493943	ELIXHR
Registration Number:	4504357	TALENT EXPANSION
Registration Number:	4500734	SUMTOTAL
Registration Number:	1899608	DATABOND
Registration Number:	3296604	RESULTSONDEMAND

CORRESPONDENCE DATA

Fax Number: 2028357586

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: 202-835-7500

Email: dcip@milbank.com

Correspondent Name: Javier J. Ramos

Address Line 1: 1850 K Street, NW, Suite 1100

Address Line 2: Milbank, LLP

Address Line 4: Washington, D.C. 20006

ATTORNEY DOCKET NUMBER:	44862.00001
NAME OF SUBMITTER:	Javier J. Ramos
SIGNATURE:	/Javier J. Ramos/
DATE SIGNED:	10/26/2020

Total Attachments: 9

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**NOTICE OF TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS**

August 27, 2020

TO: United States Patent and Trademark Office

Ladies and Gentlemen:

Reference is made to (i) that certain Second Lien Security Agreement, dated as of April 28, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”) by and among Evergreen Skills Intermediate Lux S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (“Holdings”), Evergreen Skills Lux S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (“Parent Borrower”), Skillsoft Corporation, a Delaware corporation (“U.S. Subsidiary Borrower”, and together with the Parent Borrower, the “Borrowers”), the other obligors from time to time party thereto (the “Subsidiary Grantors”) and Wilmington Savings Fund Society, FSB, as administrative agent and collateral agent (in such capacity, the “Collateral Agent”), (ii), that certain Second Lien Grant of Security Interest in Trademark Rights, dated as of April 29, 2014, by certain Subsidiary Grantors in favor of the Collateral Agent, which was recorded at Reel/Frame 5273/0347 with the United States Patent and Trademark Office (the “USPTO”) (as amended, restated, supplemented or otherwise modified from time to time), (iii) that certain Second Lien Grant of Security Interest in Trademark Rights, dated as of September 30, 2014, by certain Subsidiary Grantors in favor of the Collateral Agent, which was recorded at Reel/Frame 5374/0423 with the USPTO (as amended, restated, supplemented or otherwise modified from time to time, each of (ii) and (iii) a “Trademark Security Agreement”) and (iv) that certain Notice of Agency Resignation and Assignment of Trademark Security Agreement, dated as of July 14, 2020 by Barclays Bank PLC as the resigning collateral agent and Wilmington Bank Savings Fund Society, FSB as successor Collateral Agent. Capitalized terms used but not defined herein have the meanings assigned to them in the Security Agreement.

WHEREAS, in connection with certain indebtedness formerly owed by the Borrowers to the Secured Parties, the Borrowers entered into that Security Agreement and the Trademark Security Agreements pursuant to which certain Subsidiary Grantors granted a security interest in favor of the Collateral Agent in and to certain of the Subsidiary Grantors’ trademark rights listed on Exhibit A hereto (the “Released Trademark Collateral”).

WHEREAS, said indebtedness owed by the Borrowers to the Secured Parties has been fully paid and satisfied and in connection therewith, the Collateral Agent is required to terminate and release its security interest in the Released Trademark Collateral.

NOW, THEREFORE, the Collateral Agent covenants and agrees as follows:

1. Without recourse, the Collateral Agent automatically and irrevocably terminates, releases and discharges its security interest in the Released Trademark Collateral and reassigns to the Borrowers all right, title and interest of the Collateral Agent in the Released Trademark Collateral pursuant to the Trademark Security Agreements and all proceeds thereof.

2. The Collateral Agent hereby irrevocably authorizes the recordation of this notice of termination and release with the USPTO.

3. This release shall not be deemed to release any liens or security interest upon any collateral upon which Wilmington Savings Fund Society, FSB ("WSFS") was granted a lien or security interest in any other capacity, and shall only apply with respect to liens and security interest in the Released Trademark Collateral held by WSFS in its capacity as Collateral Agent under the Security Agreement.

**WILMINGTON SAVINGS FUND SOCIETY,
FSB,**
as Collateral Agent

By: 
Name: Raye D. Goldsborough
Title: Assistant Vice President




Exhibit A



Released Trademark Collateral

(see attached)

SCHEDULE OF REGISTERED TRADEMARKS

Trademark / Image	Database	Application Number	Application Date	Registration Number	Registration Date	Status	Registrant
PHOENIX	U.S. Federal	73207444	3/15/1979	1149783	3/31/1981	Registered	SUMTOTAL SYSTEMS LLC
CYBORG SYSTEMS	U.S. Federal	73303091	4/15/1981	1282199	6/19/1984	Cancelled	ACCERO, INC.
CYBORG SYSTEMS	U.S. Federal	73314618	6/15/1981	1285189	7/10/1984	Cancelled	ACCERO, INC.
THE SOLUTION SERIES	U.S. Federal	73606849	6/30/1986	1454972	9/1/1987	Registered	ACCERO, INC.
PREFERENCE	U.S. Federal	73759135	10/24/1988	1545236	6/27/1989	Registered	SUMTOTAL SYSTEMS LLC
TOOLBOOK	U.S. Federal	73809874	6/27/1989	1581290	2/6/1990	Registered	SUMTOTAL SYSTEMS LLC
REGISTRAR	U.S. Federal	73833039	10/23/1989	1631388	1/15/1991	Cancelled	SUMTOTAL SYSTEMS LLC
ON TRACK FOR TRAINING	U.S. Federal	74201543	8/28/1991	1779539	6/29/1993	Registered	SUMTOTAL SYSTEMS LLC
THE SOLUTION SERIES/ST	U.S. Federal	74503870	3/18/1994	1904208	7/11/1995	Cancelled	ACCERO, INC.
PATHLORE	U.S. Federal	75079012	1/26/1996	2189677	9/15/1998	Registered	SUMTOTAL SYSTEMS LLC
TRUTRACK	U.S. Federal	75104650	5/15/1996	2081191	7/22/1997	Cancelled	CYBERSHIFT HOLDINGS, INC.
CYBERSHIFT	U.S. Federal	75344496	8/21/1997	2239714	4/13/1999	Registered	CYBERSHIFT, INC.
PATHLORE	U.S. Federal	75977394	1/26/1996	2250625	6/1/1999	Registered	SUMTOTAL SYSTEMS LLC

CYBERSHIFT	U.S. Federal	77369632	1/11/2008	3526817	11/4/2008	Cancelled	CYBERSHIFT HOLDINGS, INC.
NECHO	U.S. Federal	77369759	1/11/2008	3488023	8/19/2008	Cancelled	CYBERSHIFT HOLDINGS, INC.
	U.S. Federal	77370595	1/14/2008	3507682	9/30/2008	Cancelled	CYBERSHIFT HOLDINGS, INC.
BOOMERANG	U.S. Federal	77370641	1/14/2008	3488042	8/19/2008	Cancelled	CYBERSHIFT HOLDINGS, INC.
NECHOBOOMERANG	U.S. Federal	77370682	1/14/2008	3488043	8/19/2008	Cancelled	CYBERSHIFT HOLDINGS, INC.
NECHOEEXPENSE	U.S. Federal	77370714	1/14/2008	3507685	9/30/2008	Cancelled	CYBERSHIFT HOLDINGS, INC.
ACCERO	U.S. Federal	77373119	1/16/2008	3693384	10/6/2009	Registered	SUMTOTAL SYSTEMS LLC
GEO MAESTRO	U.S. Federal	77462720	5/1/2008	3621880	5/19/2009	Registered	GEOLEARNING, INC.
GEO ON-DEMAND	U.S. Federal	77603338	10/29/2008	3668736	8/18/2009	Cancelled	GEOLEARNING, INC.
CYBERSHIFT	U.S. Federal	77786339	7/21/2009	3754430	3/2/2010	Registered	CYBERSHIFT HOLDINGS, INC.
							
SMART & SAASY	U.S. Federal	77893712	12/15/2009	3855972	10/5/2010	Cancelled	CYBERSHIFT HOLDINGS, INC.
IMPULSE 3G	U.S. Federal	77919774	1/25/2010	3935575	3/22/2011	Registered	CYBERSHIFT HOLDINGS, INC.
GEO LEARNING OUTSMART. OUTMANEUVER.	U.S. Federal	77926977	2/3/2010	3847511	9/14/2010	Cancelled	GEOLEARNING, INC.
							

ASPEN	U.S. Federal	78075704	7/25/2001	2986031	8/16/2005	Registered	SUMTOTAL SYSTEMS LLC
SUMTOTAL	U.S. Federal	78351840	1/14/2004	3110071	6/27/2006	Registered	SUMTOTAL SYSTEMS LLC
GEOLEARNING	U.S. Federal	85134655	9/21/2010	3969748	5/31/2011	Cancelled	GEOLEARNING, INC.
ELIXHR	U.S. Federal	85921284	5/2/2013	4493943	3/11/2014	Registered	SUMTOTAL SYSTEMS LLC
TALENT EXPANSION	U.S. Federal	85921327	5/2/2013	4504357	4/1/2014	Registered	SUMTOTAL SYSTEMS, LLC
SUMTOTAL	U.S. Federal	85921523	5/2/2013	4500734	3/25/2014	Registered	SUMTOTAL SYSTEMS, LLC
							
DATABOND	U.S. Federal	74270784	4/30/1992	1899608	6/13/1995	Cancelled	SUMTOTAL SYSTEMS LLC
RESULTSONDEMAND	U.S. Federal	77061676	12/11/2006	3296604	9/25/2007	Cancelled	SUMTOTAL SYSTEMS LLC
(Face) VLAB 	U.S. Federal	75899463	1/19/2000	2519339	12/18/2001	Registered	Skillsoft Ireland Ltd
Books24X7	U.S. Federal	78929025	7/12/2006	3251459	6/12/2007	Registered	Skillsoft Ireland Ltd
ELEMENT K	U.S. Federal	75915677	2/10/2000	2559834	4/9/2002	Registered	Skillsoft Ireland Ltd
INGENIUS	U.S. Federal	77789044	7/24/2009	3871298	11/2/2010	Registered	Skillsoft Ireland Ltd
ROLEPLAY	U.S. Federal	75871678	4/9/2002	2560551	4/9/2002	Registered	Skillsoft Ireland Ltd
ROLEPLAY	U.S. Federal	75868889	12/13/1999	2566310	4/30/2002	Registered	Skillsoft Ireland Ltd

ROLEPLAY	U.S. Federal	77475665	5/15/2008	3553944	12/30/2008	Cancelled	Skillsoft Ireland Ltd
ROLEPLAY	U.S. Federal	77475661	5/15/2008	3553942	12/30/2008	Cancelled	Skillsoft Ireland Ltd
SEARCH & LEARN	U.S. Federal	75868886	12/13/1999	2514076	12/4/2001	Registered	Skillsoft Ireland Ltd
SEARCH & LEARN	U.S. Federal	75871675	12/15/1999	2580718	6/18/2002	Registered	Skillsoft Ireland Ltd
SKILLPORT	U.S. Federal	76178685	12/10/2000	2611913	8/27/2002	Registered	Skillsoft Ireland Ltd
SKILLPORT	U.S. Federal	76051234	5/18/2000	2457251	6/5/2001	Registered	Skillsoft Ireland Ltd
SKILLSOFT	U.S. Federal	76051664	5/18/2000	2469531	7/17/2001	Registered	Skillsoft Ireland Ltd
SKILLSOFT	U.S. Federal	76975868	12/10/2000	2827570	3/30/2004	Registered	Skillsoft Ireland Ltd
SKILLSOFT	U.S. Federal	76178686	12/10/2000	2667976	12/31/2002	Registered	Skillsoft Ireland Ltd
VLAB	U.S. Federal	75480775	5/7/1998	2264695	7/27/1999	Cancelled	Skillsoft Ireland Ltd
EXPRESS GUIDE	U.S. Federal	78326228	11/11/2003	3013960	11/8/2005	Registered	Skillsoft Limited
LIVEEQUATIONS	U.S. Federal	78778541	12/21/2005	3320857	10/23/2007	Registered	Skillsoft Limited
SKILLBLEND	U.S. Federal	78371521	2/20/2004	3265686	7/17/2007	Cancelled	Skillsoft Limited
SKILLCHOIC	U.S. Federal	78371527	2/20/2004	3051645	1/24/2006	Registered	Skillsoft Limited

SKILLSTUDIO	U.S. Federal	78371534	2/20/2004	3432549	5/20/2008	Registered	Skillsoft Limited
THE SKILLSOFT LEARNING GROWTH MODEL	U.S. Federal	77495746	6/10/2008	3646016	6/30/2009	Registered	Skillsoft Limited

TRADEMARK

REEL: 007086 FRAME: 0344

RECORDED: 10/26/2020