

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM611304

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of the Security Interest recorded at Reel/Frame 6373/0891		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A.		11/17/2020	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Penn Foster, Inc.		
Street Address:	925 Oak Street		
City:	Scranton		
State/Country:	PENNSYLVANIA		
Postal Code:	18515		
Entity Type:	Corporation: PENNSYLVANIA		
Name:	Penn Foster Education Group, Inc.		
Street Address:	374 Congress Street, Suite 205		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02210		
Entity Type:	Corporation: DELAWARE		
Name:	Education Holdings 1, Inc.		
Street Address:	925 Oak Street		
City:	Scranton		
State/Country:	PENNSYLVANIA		
Postal Code:	18515		
Entity Type:	Corporation: DELAWARE		
Name:	PFE Acquisition Inc. (f/k/a TVG-I-E PFE Acquisition Inc.)		
Street Address:	925 Oak Street		
City:	Scranton		
State/Country:	PENNSYLVANIA		
Postal Code:	18515		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	1316190	TEL-TEST	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	3452917	PENN FOSTER
Registration Number:	3469420	PENN FOSTER COLLEGE
Registration Number:	3469429	PENN FOSTER CAREER SCHOOL
Registration Number:	3382965	PENN FOSTER HIGH SCHOOL
Registration Number:	5359969	PENN FOSTER CAREER READINESS BOOTCAMP
Registration Number:	5360056	CAREER READINESS BOOTCAMP

CORRESPONDENCE DATA

Fax Number: 3128622200
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: 312-862-6371
Email: renee.prescan@kirkland.com
Correspondent Name: Renee Prescan
Address Line 1: 300 North LaSalle Street
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	49501-3
NAME OF SUBMITTER:	Renee M. Prescan
SIGNATURE:	/Renee M. Prescan/
DATE SIGNED:	11/30/2020

Total Attachments: 5
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**TERMINATION AND RELEASE OF
SECURITY INTEREST IN
TRADEMARKS**

THIS TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Termination and Release"), dated as of November 17, 2020, is made by JPMORGAN CHASE BANK, N.A., in its capacity as administrative agent for certain secured parties, as pledgee, assignee and a secured party (in such capacities, the "Agent") under the Credit Agreement (as defined below).

WITNESSETH:

WHEREAS, reference is made to that certain Credit Agreement, dated as of April 30, 2018 (as amended by First Amendment and Consent to Credit Agreement, dated as of January 31, 2019, as amended by Second Amendment to Credit Agreement and Limited Waiver, dated as of March 31, 2020, and as further amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the "Credit Agreement") among PFE Acquisition Inc., a Delaware corporation ("Holdings"), Professional Career Development Institute, LLC, a Georgia limited liability company ("PCDI"), PCDI Ashworth Acquisition Corp., a Delaware corporation ("PCDI Ashworth"), Education Holdings 1, Inc., a Delaware corporation ("EHI"), Penn Foster Education Group, Inc., a Delaware corporation ("PFEG") and Penn Foster, Inc., a Pennsylvania corporation ("PF" and, collectively with PCDI, PCDI Ashworth, EHI and PFEG, the "Borrowers", and each a "Borrower"), the Loan Parties party thereto, the Lenders party thereto and the Agent;

WHEREAS, pursuant to the Trademark Security Agreement, dated as of April 30, 2018 (the "Trademark Security Agreement"), and pursuant to the Pledge and Security Agreement dated April 30, 2018, made by the Grantors to the Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") a lien on and security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademarks;

WHEREAS, the Trademark Security Agreement was sent for recording in the United States Patent and Trademark Office on May 1, 2018 at Reel/Frame 6373/0891.

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademarks, including those Trademarks listed on Schedule 1 hereto.


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby agrees as follows:

1. Definitions. Capitalized terms not defined herein have the meanings set forth in the Trademark Security Agreement or the Security Agreement, as applicable.
2. Release of Security Interest. The Agent, without representation, warranty or recourse, hereby terminates, releases and discharges any and all Security Interest in the Trademarks, and any right, title or interest of the Agent in such Trademarks shall hereby cease and become void.
3. Recordation. The Agent authorizes the Borrowers and their designees to record this Termination and Release with the United States Patent and Trademark Office or any other applicable governmental authority at the Borrowers' expense.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release of Security Interest in Trademarks by its duly authorized officer as of the date first above written.

JPMORGAN CHASE BANK, N.A.,
as Agent

By: 
Name: Kiefer Hotek
Title: Authorized Officer


Schedule 1

TRADEMARKS



All Trademarks listed here are owned by Penn Foster, Inc.

1. Trademarks:

(i) Registered Trademarks:

Trademark	Int'l Class	Jurisdiction	Application Serial No.	Application Filing Date	Reg. No.	Reg. Date
TEL-TEST	41	United States	73428890	June 6, 1983	1316190	January 22, 1985
PENN FOSTER	41	United States	77304594	October 15, 2007	3452917	June 24, 2008
PENN FOSTER COLLEGE	41	United States	78717454	September 21, 2005	3469420	July 15, 2008
PENN FOSTER CAREER SCHOOL	41	United States	78729961	October 10, 2005	3469429	July 15, 2008
PENN FOSTER HIGH SCHOOL	41	United States	78717442	September 21, 2005	3382965	February 12, 2008
PENN FOSTER	41	Aruba	IM-20090205.19	February 5, 2009 ²	27913	April 14, 2009
PENN FOSTER	N/A (Local Class 50 for miscellaneous goods)	Bahamas	N/A	December 12, 2008	32,302	July 12, 2013
PENN FOSTER	N/A (Local Class 39 for printed matter, brochures, etc.)	Bahamas	N/A	December 12, 2008	32,303	July 12, 2013
PENN FOSTER	N/A (Canada does not use Int'l Class system- this covers "educational services")	Canada	1274028	September 29, 2005	TMA727700	November 3, 2008
LEARNING SYSTEMS & Design 	N/A (Canada does not use Int'l Class system- this covers software and videos, textbooks, and educational services)	Canada	0747119	February 9, 1994	TMA447044	September 1, 1995

² The Company has not paid its filing fees on this mark and it will be cancelled in due course.

Trademark	Int'l Class	Jurisdiction	Application Serial No.	Application Filing Date	Reg. No.	Reg. Date
PENN FOSTER	9, 16, and 41	European Union	004663209	September 30, 2005	004663209	September 14, 2006
PENN FOSTER	41	Jamaica	53047	November 21, 2008 (Date entered into register: October 13, 2009)	53,047	November 21, 2008 (Date entered into register: October 13, 2009)
PENN FOSTER CAREER READINESS BOOTCAMP & Design 	41	United States	87462653	May 24, 2017	5359969	December 19, 2017
CAREER READINESS BOOTCAMP & Shield Design: 	41	United States	87466393	May 26, 2017	5360056	December 19, 2017

(iii) State Trade Name Registrations:

Trademark	State	Application Serial No.	Application Filing Date	Registration No.	Registration Date	Status
PENN FOSTER COLLEGE	Arizona	N/A	October 18, 2005	353595	October 18, 2005	Expired
PENN FOSTER COLLEGE	Arizona	N/A	November 24, 2015	635201	November 24, 2015	Active