

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM844173

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Second Lien Security Interest in Trademarks Recorded at Reel 6396, Frame 0444
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Macquarie Capital Funding, LLC, as Collateral Agent		10/05/2023	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	SEG Inc. (formerly known as Nobel Learning Communities, Inc.)
Street Address:	1615 West Chester Pike, Suite 200
City:	We
State/Country:	PENNSYLVANIA
Postal Code:	19382
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	1859023	THE ROCKING HORSE CHILD CARE CENTER
Registration Number:	1977394	CHESTERBROOK ACADEMY CA
Registration Number:	1977395	CHESTERBROOK ACADEMY
Registration Number:	2353645	DISCOVERY ISLE CHILD DEVELOPMENT CENTER
Registration Number:	2480869	CAMP ZONE
Registration Number:	2755801	PALADIN ACADEMY
Registration Number:	3524102	WATCH YOUR CHILD GROW, FLOURISH AND EXCE
Registration Number:	3524107	THE PERFECT BALANCE OF LEARNING AND PLAY
Registration Number:	3590809	ENCHANTED CARE
Registration Number:	3590863	CAMELBACK DESERT SCHOOL
Registration Number:	3622137	SOUTHERN HIGHLANDS PREPARATORY SCHOOL
Registration Number:	3860110	MONTESSORI CORNER
Registration Number:	4251954	THE RHOADES SCHOOL
Registration Number:	3860588	LAKE FOREST PARK MONTESSORI
Registration Number:	3860632	TOUCHSTONE SCHOOL
Registration Number:	3918848	BRIGHTON SCHOOL
Registration Number:	3872690	BETHESDA COUNTRY DAY SCHOOL

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Property Type	Number	Word Mark
Registration Number:	3001574	MERRYHILL SCHOOLS
Registration Number:	3028581	FRED
Registration Number:	3002015	MERRYHILL SCHOOL
Registration Number:	3120496	DESTINATION ADVENTURE
Registration Number:	3861112	
Registration Number:	4292348	XPLOR
Registration Number:	4292353	XPLOR
Registration Number:	4292355	THE WHOLE CHILDHOOD JOURNEY
Registration Number:	4414416	THE HONOR ROLL SCHOOL
Registration Number:	4742776	123
Registration Number:	5128411	LINKS 2 HOME
Registration Number:	5222978	DISCOVERY ISLE
Registration Number:	5451560	HERITAGE OAK HERITAGE OAK PRIVATE EDUCAT

CORRESPONDENCE DATA

Fax Number:

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: 2136207848

Email: iprecordations@whitecase.com

Correspondent Name: Justine Lu/White & Case LLP

Address Line 1: 555 South Flower Street, Suite 2700

Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	1134682-0044-S216
NAME OF SUBMITTER:	Justine Lu
SIGNATURE:	/Justine Lu/
DATE SIGNED:	10/06/2023

Total Attachments: 5

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**TERMINATION AND RELEASE OF
SECOND LIEN SECURITY INTEREST IN TRADEMARKS**

This Termination and Release of Second Lien Security Interest in Trademarks (“Release”) is made as of October 5, 2023, by **MACQUARIE CAPITAL FUNDING, LLC**, a Delaware limited liability company, as collateral agent (in such capacity, together with its successors and assigns, “Collateral Agent”) in favor of **SEG INC.** (formerly known as NOBEL LEARNING COMMUNITIES, INC.), a Delaware corporation with an address at 1615 West Chester Pike, Suite 200, West Chester, Pennsylvania 19382 (the “Grantor”). Capitalized terms used but not otherwise defined herein have the meanings given to them in the Trademark Security Agreement or the Collateral Agreement (each as defined below), as applicable.

W I T N E S S E T H:

WHEREAS, reference is made to (a) the Second Lien Credit Agreement, dated as of July 30, 2018 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), among PV MAGNA INC., a Delaware corporation (“Holdings”), SSH GROUP HOLDINGS, INC., a Delaware corporation (the “Borrower”), the other grantors from time to time party thereto, and Macquarie Capital Funding LLC, as the administrative agent, and (b) the Collateral Agreement, dated as of July 30, 2018 (as amended, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among Holdings, the Borrower, the other grantors from time to time party thereto and the Collateral Agent.

WHEREAS, pursuant to the Collateral Agreement, the Grantor entered into a certain Second Lien Trademark Security Agreement dated July 30, 2018 (the “Trademark Security Agreement”) with Collateral Agent, notice of which was recorded by the United States Patent and Trademark Office on July 30, 2018 at Reel 6396, Frame 0444.

WHEREAS, under the terms of the Trademark Security Agreement, as security for the payment or performance, as the case may be, in full of the Secured Obligations, the Grantor granted to the Collateral Agent, its permitted successors and assigns, for the benefit of the Secured Parties, a security interest (the “Security Interest”), in all of such Grantor’s right, title and interest in, to and under the Trademark Collateral (as defined in the Trademark Security Agreement), including without limitation the Trademarks listed on Schedule A attached hereto.

WHEREAS, the Collateral Agent has agreed to terminate and release its Security Interest in all such Trademark Collateral as herein provided.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, the Collateral Agent, for itself and on behalf of the lenders in association with the Security Interest, hereby releases, cancels, terminates and discharges all of its Security Interest in the Trademark Collateral (as defined in the Trademark Security Agreement), including without limitation the Trademarks listed on Schedule A attached hereto, and all of the goodwill of each such Grantor’s business symbolized by the Trademark Collateral and associated therewith, and re-

assigns, re-transfers and re-conveys to Grantor any right, title or interest in such Trademark Collateral that the Collateral Agent may have acquired. Any right, title or interest of the Collateral Agent in the Trademark Collateral (as defined in the Trademark Security Agreement), including without limitation the Trademarks listed on Schedule A attached hereto, shall hereby cease and become void.

The Collateral Agent hereby terminates and cancels the Trademark Security Agreement.


The Collateral Agent hereby agrees, upon reasonable request and at the sole expense of the Grantor, to deliver such further documents and do such other acts as may be reasonably necessary to effectuate the release of the Security Interest in the Trademark Collateral contemplated hereby. The Collateral Agent hereby authorizes and requests that the United States Patent and Trademark Office record this Release.

This Release shall be construed in accordance with and governed by the laws of the State of New York.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be executed as of the day and year first written above.

MACQUARIE CAPITAL FUNDING, LLC,
as Collateral Agent

By:  _____

Name: Jeff Abt

Title: Authorized Signatory

By:  _____

Name: Ayesha Farooqi

Title: Authorized Signatory

Schedule A

Trademarks

1	Serial #: <u>74450413</u> Mark: THE ROCKING HORSE CHILD CARE CENTER	Filing Dt: 10/25/1993	Reg #: <u>1859023</u>	Reg. Dt: 10/18/1994
2	Serial #: <u>74612009</u> Mark: CHESTERBROOK ACADEMY CA	Filing Dt: 12/16/1994	Reg #: <u>1977394</u>	Reg. Dt: 05/28/1996
3	Serial #: <u>74612733</u> Mark: CHESTERBROOK ACADEMY	Filing Dt: 12/19/1994	Reg #: <u>1977395</u>	Reg. Dt: 05/28/1996
4	Serial #: <u>75723513</u> Mark: DISCOVERY ISLE CHILD DEVELOPMENT CENTER	Filing Dt: 06/08/1999	Reg #: <u>2353645</u>	Reg. Dt: 05/30/2000
5	Serial #: <u>75893694</u> Mark: CAMP ZONE	Filing Dt: 01/07/2000	Reg #: <u>2480869</u>	Reg. Dt: 08/21/2001
6	Serial #: <u>76457185</u> Mark: PALADIN ACADEMY	Filing Dt: 10/09/2002	Reg #: <u>2755801</u>	Reg. Dt: 08/26/2003
7	Serial #: <u>77436949</u> Mark: WATCH YOUR CHILD GROW, FLOURISH AND EXCEL	Filing Dt: 04/01/2008	Reg #: <u>3524102</u>	Reg. Dt: 10/28/2008
8	Serial #: <u>77437023</u> Mark: THE PERFECT BALANCE OF LEARNING AND PLAY.	Filing Dt: 04/01/2008	Reg #: <u>3524107</u>	Reg. Dt: 10/28/2008
9	Serial #: <u>77541277</u> Mark: ENCHANTED CARE	Filing Dt: 08/07/2008	Reg #: <u>3590809</u>	Reg. Dt: 03/17/2009
10	Serial #: <u>77542178</u> Mark: CAMELBACK DESERT SCHOOL	Filing Dt: 08/08/2008	Reg #: <u>3590863</u>	Reg. Dt: 03/17/2009
11	Serial #: <u>77542179</u> Mark: SOUTHERN HIGHLANDS PREPARATORY SCHOOL	Filing Dt: 08/08/2008	Reg #: <u>3622137</u>	Reg. Dt: 05/19/2009
12	Serial #: <u>77947555</u> Mark: MONTESSORI CORNER	Filing Dt: 03/01/2010	Reg #: <u>3860110</u>	Reg. Dt: 10/12/2010
13	Serial #: <u>77947575</u> Mark: THE RHOADES SCHOOL	Filing Dt: 03/01/2010	Reg #: <u>4251954</u>	Reg. Dt: 12/04/2012
14	Serial #: <u>77953245</u> Mark: LAKE FOREST PARK MONTESSORI	Filing Dt: 03/08/2010	Reg #: <u>3860588</u>	Reg. Dt: 10/12/2010
15	Serial #: <u>77953978</u> Mark: TOUCHSTONE SCHOOL	Filing Dt: 03/09/2010	Reg #: <u>3860632</u>	Reg. Dt: 10/12/2010
16	Serial #: <u>77953988</u> Mark: BRIGHTON SCHOOL	Filing Dt: 03/09/2010	Reg #: <u>3918848</u>	Reg. Dt: 02/15/2011
17	Serial #: <u>77956555</u> Mark: BETHESDA COUNTRY DAY SCHOOL	Filing Dt: 03/11/2010	Reg #: <u>3872690</u>	Reg. Dt: 11/09/2010

18	Serial #: <u>78459665</u> Mark: MERRYHILL SCHOOLS	Filing Dt: 07/30/2004	Reg #: <u>3001574</u>	Reg. Dt: 09/27/2005
19	Serial #: <u>78506259</u> Mark: FRED	Filing Dt: 10/26/2004	Reg #: <u>3028581</u>	Reg. Dt: 12/13/2005
20	Serial #: <u>78579116</u> Mark: MERRYHILL SCHOOL	Filing Dt: 03/03/2005	Reg #: <u>3002015</u>	Reg. Dt: 09/27/2005
21	Serial #: <u>78689273</u> Mark: DESTINATION ADVENTURE	Filing Dt: 08/10/2005	Reg #: <u>3120496</u>	Reg. Dt: 07/25/2006
22	Serial #: <u>85026387</u> Mark:	Filing Dt: 04/29/2010	Reg #: <u>3861112</u>	Reg. Dt: 10/12/2010
23	Serial #: <u>85673201</u> Mark: XPLOR	Filing Dt: 07/10/2012	Reg #: <u>4292348</u>	Reg. Dt: 02/19/2013
24	Serial #: <u>85673224</u> Mark: XPLOR	Filing Dt: 07/10/2012	Reg #: <u>4292353</u>	Reg. Dt: 02/19/2013
25	Serial #: <u>85673236</u> Mark: THE WHOLE CHILDHOOD JOURNEY	Filing Dt: 07/10/2012	Reg #: <u>4292355</u>	Reg. Dt: 02/19/2013
26	Serial #: <u>85864005</u> Mark: THE HONOR ROLL SCHOOL	Filing Dt: 03/01/2013	Reg #: <u>4414416</u>	Reg. Dt: 10/08/2013
27	Serial #: <u>86393085</u> Mark: 123	Filing Dt: 09/12/2014	Reg #: <u>4742776</u>	Reg. Dt: 05/26/2015
28	Serial #: <u>87072831</u> Mark: LINKS 2 HOME	Filing Dt: 06/15/2016	Reg #: <u>5128411</u>	Reg. Dt: 01/24/2017
29	Serial #: <u>87231370</u> Mark: DISCOVERY ISLE	Filing Dt: 11/09/2016	Reg #: <u>5222978</u>	Reg. Dt: 06/13/2017
30	Serial #: <u>87589505</u> Mark: HERITAGE OAK HERITAGE OAK PRIVATE EDUCATION YORBA LINDA HOPE	Filing Dt: 08/30/2017	Reg #: <u>5451560</u>	Reg. Dt: 04/24/2018
31	Reg #: WA 53893		Mark: EVERGREEN ACADEMY	
32	Reg #: Ohio 1831724		Mark: ENCHANTED CARE LEARNING CENTER	