

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM302806

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Morgan Stanley Senior Funding, Inc.		04/28/2014	Bank: UNITED STATES

## RECEIVING PARTY DATA

<b>Name:</b>	SkillSoft Ireland Limited
<b>Street Address:</b>	107 Northeastern Blvd.
<b>City:</b>	Nashua
<b>State/Country:</b>	NEW HAMPSHIRE
<b>Postal Code:</b>	03062
<b>Entity Type:</b>	Private Limited Company: IRELAND
<b>Name:</b>	SkillSoft Limited, an Irish Private Limited Company
<b>Street Address:</b>	107 Northeastern Blvd.
<b>City:</b>	Nashua
<b>State/Country:</b>	NEW HAMPSHIRE
<b>Postal Code:</b>	03062
<b>Entity Type:</b>	Private Limited Company: IRELAND
<b>Name:</b>	Mindleaders, Inc., a Delaware Corporation
<b>Street Address:</b>	107 Northeastern Blvd.
<b>City:</b>	Nashua
<b>State/Country:</b>	NEW HAMPSHIRE
<b>Postal Code:</b>	03062
<b>Entity Type:</b>	CORPORATION: DELAWARE

## PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
<b>Registration Number:</b>	3013960	EXPRESS GUIDE
<b>Registration Number:</b>	3320857	LIVEEQUATIONS
<b>Registration Number:</b>	3265686	SKILLBLEND
<b>Registration Number:</b>	3051645	SKILLCHOICE
<b>Registration Number:</b>	3432549	SKILLSTUDIO
<b>Registration Number:</b>	3646016	THE SKILLSOFT LEARNING GROWTH MODEL
<b>Registration Number:</b>	3251459	BOOKS24X7

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3871298	INGENIUS
Registration Number:	1768942	NETG
Registration Number:	2913670	NETGLEARNING
Registration Number:	2560551	ROLEPLAY
Registration Number:	2566310	ROLEPLAY
Registration Number:	3553944	ROLEPLAY
Registration Number:	3553942	ROLEPLAY
Registration Number:	2580718	SEARCH & LEARN
Registration Number:	2514076	SEARCH & LEARN
Registration Number:	2611913	SKILLPORT
Registration Number:	2457251	SKILLPORT
Registration Number:	2469531	SKILLSOFT
Registration Number:	2827570	SKILLSOFT
Registration Number:	2667976	SKILLSOFT
Registration Number:	2140071	SKILLVIEW
Registration Number:	2264695	VLAB
Registration Number:	2519339	VLAB
Registration Number:	2559834	ELEMENT K
Registration Number:	2568223	
Registration Number:	2664197	ELEMENT K SELECT
Registration Number:	2598752	MINDLEADERS

**CORRESPONDENCE DATA**

**Fax Number:**

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

**Email:** marina.kelly@thomsonreuters.com

**Correspondent Name:** Elaine Carrera, Legal Assistant

**Address Line 1:** 80 Pine Street

**Address Line 2:** c/o Cahill Gordon & Reindel LLP

**Address Line 4:** New York, NEW YORK 10005

<b>NAME OF SUBMITTER:</b>	Elaine Carrera, Legal Assistant
<b>SIGNATURE:</b>	/Marina Kelly Thomson Reuters/
<b>DATE SIGNED:</b>	04/28/2014

**Total Attachments: 9**

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**TRADEMARK**

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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

Morgan Stanley Senior Funding, Inc.

- Individual(s)
- Partnership
- Corporation- State: \_\_\_\_\_
- Other Bank
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance/Execution Date(s) :**

Execution Date(s) April 28, 2014

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: SkillSoft Ireland Limited

Street Address: 107 Northeastern Blvd.

City: Nashua

State: NH

Country: USA Zip: 03062

- Individual(s) Citizenship \_\_\_\_\_
- Association Citizenship \_\_\_\_\_
- Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship \_\_\_\_\_
- Other Company Private Limited Citizenship Ireland

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s) \_\_\_\_\_ Text \_\_\_\_\_

See Schedules A, B, C, and D

B. Trademark Registration No.(s) \_\_\_\_\_

See Schedules A, B, C, and D

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: Elaine Carrera, Legal Assistant

Internal Address: \_\_\_\_\_

Street Address: c/o Cahill Gordon & Reindel LLP  
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: \_\_\_\_\_

Email Address: ecarrera@cahill.com

**6. Total number of applications and registrations involved:**

28

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ \_\_\_\_\_**

- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

Elaine Carrera  
Signature

April 28, 2014  
Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Addendum to Cover Page of Trademarks Form Cover Sheet

2. Name and address of receiving party(ies)

SkillSoft Limited, an Irish Private Limited Company  
107 Northeastern Blvd.  
Nashua, NH 03062  
Citizenship – Ireland

Mindleaders, Inc., a Delaware Corporation  
107 Northeastern Blvd.  
Nashua, NH 03062  
Citizenship – USA – DE

**RELEASE OF SECURITY INTEREST  
IN TRADEMARK COLLATERAL**

This RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL, dated as of April 28, 2014 (this "Release"), is made by Morgan Stanley Senior Funding, Inc., in its capacity as collateral agent for the Secured Parties (in such capacity, the "Collateral Agent") in favor of MindLeaders, Inc. a Delaware corporation ("MindLeaders"), SkillSoft Ireland Limited, an Irish limited company ("SkillSoft Ireland"), SkillSoft Limited, an Irish private limited company ("SkillSoft Limited" and, collectively with MindLeaders and SkillSoft Ireland, the "Grantors"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed thereto in the respective Security Agreements (as defined below).

**WITNESSETH**

WHEREAS, pursuant to those certain Trademark Security Agreements, dated as of June 25, 2010, December 2, 2011 and December 18, 2012 (the "Security Agreements" and each a "Security Agreement"), the Grantors granted the Collateral Agent, for the ratable benefit of the Secured Parties, a security interest in all of the Grantors' right, title and interest in the Trademark Collateral, including the trademark registrations set forth on Schedule A, Schedule B, Schedule C and Schedule D;

WHEREAS, the Security Agreement, dated as of June 25, 2010, was recorded with the United States Patent and Trademark Office ("USPTO") on October 15, 2010 at Reel/Frame 4297/0460 and Reel/Frame 4297/0468;

WHEREAS, the Security Agreement, dated as of December 2, 2011, was recorded with the USPTO on December 5, 2011 at Reel/Frame 4672/0119;

WHEREAS, the Security Agreement, dated as of December 18, 2012, was recorded with the USPTO on January 4, 2013 at Reel/Frame 4935/0897; and

WHEREAS, the Grantors have requested that the Collateral Agent release its security interest in all right, title and interest of the Collateral Agent in the Trademark Collateral and reconvey any and all rights it may have in the Trademark Collateral to the Grantors.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged:

SECTION 1. The Collateral Agent hereby: (i) terminates, cancels, discharges, and releases its security interest in all of the Grantors' right, title and interest in the Trademark Collateral; and (ii) assigns to the Grantors any and all interest it may have in such Trademark Collateral.

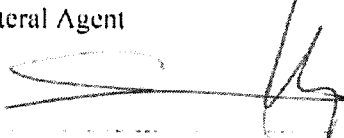
SECTION 2. The Collateral Agent hereby authorizes Grantors, or Grantors' authorized representatives to: (a) record this Release with USPTO and/or any other applicable governmental office or agency, and (b) file UCC financing statement amendments with the applicable filing

office in order to memorialize the release of the security interest of the Collateral Agent in the Trademark Collateral. The Collateral Agent agrees to execute, acknowledge and deliver any additional documents or instruments and take any additional actions necessary or as may be necessary to effect, record and perfect the release of the Collateral Agent's security interest in the Trademark Collateral which had been granted under the respective Security Agreement.

*[Signature Page Follows.]*

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be  
duly executed and delivered by its duly authorized officer as of the date first written above.

**MORGAN STANLEY SENIOR FUNDING, INC.,**  
as Collateral Agent

By:   
Name: **Stephen B. King**  
Title: **Vice President**  
**Morgan Stanley Senior Funding, Inc.**

*[Signature Page to Trademark Release]*

**TRADEMARK**  
**REEL: 005269 FRAME: 0300**



**SCHEDULE A**

**Reel/Frame 4297/0468**

<b>Trademark</b>	<b>Serial No.</b>	<b>Reg. No.</b>	<b>Owner</b>
Express Guide	78326228	3013960	SkillSoft Limited
LiveEquations	78778541	3320857	SkillSoft Limited
SkillBlend	78371521	3265686	SkillSoft Limited
SkillChoice	78371527	3051645	SkillSoft Limited
SkillStudio	78371534	3432549	SkillSoft Limited
The SkillSoft Learning Growth Model	77495746	3646016	SkillSoft Limited


**SCHEDULE B**

**Reel/Frame 4297/0460**

<b>Trademark</b>	<b>Serial No.</b>	<b>Reg. No.</b>	<b>Owner</b>
Books24x7	78929025	3251459	SkillSoft Ireland Ltd
INGENIUS	77789044	3871298	SkillSoft Ireland Ltd
NETG	74312870	1768942	SkillSoft Ireland Ltd
NETGLEARNING	76499407	2913670	SkillSoft Ireland Ltd
RolePlay	75871678	2560551	SkillSoft Ireland Ltd
RolePlay	75868889	2566310	SkillSoft Ireland Ltd
RolePlay	77475665	3553944	SkillSoft Ireland Ltd
RolePlay	77475661	3553942	SkillSoft Ireland Ltd
Search-and-Learn	75871675	2580718	SkillSoft Ireland Ltd
Search-and-Learn	75868886	2514076	SkillSoft Ireland Ltd
SkillPort	76178685	2611913	SkillSoft Ireland Ltd
SkillPort	76051234	2457251	SkillSoft Ireland Ltd
SkillSoft	76051664	2469531	SkillSoft Ireland Ltd
SkillSoft	76975868	2827570	SkillSoft Ireland Ltd
SkillSoft	76178686	2667976	SkillSoft Ireland Ltd
SkillView	75099239	2140071	SkillSoft Ireland Ltd

**SCHEDULE C**

**Reel/Frame 4672/0119**

<b>Trademark</b>	<b>Serial No.</b>	<b>Reg. No.</b>	<b>Owner</b>
VLAB	75480775	2264695	SkillSoft Ireland Limited
 lab	75899463	2519339	SkillSoft Ireland Limited
ELEMENT K	75915677	2559834	SkillSoft Ireland Limited
*	76019491	2568223	SkillSoft Ireland Limited
ELEMENT K SELECT	76167971	2664197	SkillSoft Ireland Limited

**SCHEDULE D**

**Reel/Frame 4935/0897**

<b>Trademark</b>	<b>Serial No.</b>	<b>Reg. No.</b>	<b>Owner</b>
MINDLEADERS	75932884	2598752	Mindleaders, Inc.

NY\6263983.5

**RECORDED: 04/28/2014**

**TRADEMARK  
REEL: 005269 FRAME: 0304**