

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM442098

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, N.A., as attorney-in-fact for Wilmington Trust, National Association		08/18/2017	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Triumph Learning, LLC
Street Address:	7TH FLOOR 136 MADISON AVENUE
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	2196072	BLAST OFF!
Registration Number:	4520044	BOOK JAM
Registration Number:	3594544	BUCKLE DOWN
Registration Number:	4043731	BUCKLE DOWN ONLINE
Registration Number:	2198626	BUCKLE DOWN!
Registration Number:	4219846	COACH
Registration Number:	4219847	COACH
Registration Number:	4219848	COACH AMERICA'S BEST FOR STUDENT SUCCESS
Registration Number:	3028965	
Serial Number:	86963224	COACH DIGITAL
Serial Number:	86442439	COACH PD
Registration Number:	4796306	
Registration Number:	4813465	GET COACH
Registration Number:	4649990	GET WAGGLE
Registration Number:	4498239	KIDSTART
Registration Number:	3265019	LADDERS TO SUCCESS
Registration Number:	4054805	OPTIONS

CH \$590.00 2196072

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4493751	PLUGGED IN TO READING
Registration Number:	3281271	PLUGGED IN TO READING
Registration Number:	2211140	SHARPEN UP!
Registration Number:	2707945	TRIUMPH LEARNING
Registration Number:	4473765	TO TRIUMPH ONLINE
Registration Number:	4893535	WAGGLE

CORRESPONDENCE DATA

Fax Number: 4142735198
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: 414-273-3500
Email: nakees@gklaw.com
Correspondent Name: Nicholas A. Kees; Godfrey & Kahn, S.C.
Address Line 1: 833 East Michigan Street, Suite 1800
Address Line 4: Milwaukee, WISCONSIN 53202-5615

ATTORNEY DOCKET NUMBER:	009316-1102
NAME OF SUBMITTER:	Nicholas A. Kees
SIGNATURE:	/Nicholas A. Kees/
DATE SIGNED:	09/06/2017

Total Attachments: 3
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RELEASE OF SECOND LIEN SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS ("Release") is made as of this 18th day of August, 2017, by WELLS FARGO BANK, N.A., as attorney-in-fact for Wilmington Trust, National Association, pursuant to Section 5.1(c) of the Intercreditor Agreement (as defined below), in its capacity as Collateral Agent ("Agent"), in favor of TRIUMPH LEARNING, LLC, a Delaware limited liability company ("Company"). For purposes hereof, "Intercreditor Agreement" shall mean the Intercreditor Agreement dated as of March 11, 2010 (as amended, supplemented or otherwise modified from time to time) among Haight's Cross Operating Company, Wells Fargo Bank, N.A. as First Lien Collateral Trustee (the "First Lien Collateral Trustee") and Wilmington Trust, National Association as Second Lien Collateral Trustee (as successor, in such capacity, to Wells Fargo Bank, N.A., the "Second Lien Collateral Trustee").

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Agent hereby releases all liens and security interests granted by Company in favor of Agent in the trademarks listed on Schedule A attached hereto pursuant to that certain Second Lien Trademark Security Agreement, dated as of March 11, 2010, executed by Company in favor of Agent and recorded with the United States Patent and Trademark Office on March 24, 2010 at Reel/Frame 4173/0406.¹

[Signature Page Follows]

¹ Notice of the execution of this Release by the First Lien Collateral Trustee has been provided by the First Lien Collateral Trustee to the Second Lien Collateral Trustee pursuant to the Intercreditor Agreement. Accordingly, the First Lien Collateral Trustee, pursuant to a valid power of attorney granted to it under the Intercreditor Agreement, has executed this Release.

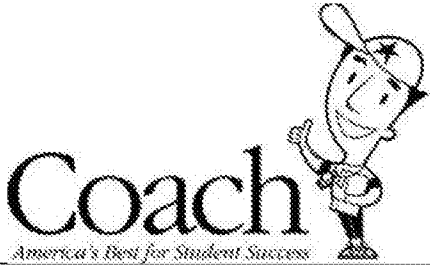




IN WITNESS WHEREOF, Agent has caused this Release to be executed by its authorized officer as of the date of this Release.

WELLS FARGO BANK, NA, as Collateral Agent

By: Barry D. Somrock
Name: Barry D. Somrock
Title: Vice President

SCHEDULE A

Trademarks

MARK	SERIAL NO./REG. NO.	FILING DATE/REG. DATE
BLAST OFF!	2,196,072	10/13/1998
BOOK JAM	4,520,044	04/29/2014
BUCKLE DOWN	3,594,544	03/24/2009
BUCKLE DOWN ONLINE	4,043,731	10/25/2011
BUCKLE DOWN!	2,198,626	10/20/1998
COACH	4,219,846	10/09/2012
COACH	4,219,847	10/09/2012
COACH AMERICA'S BEST FOR STUDENT SUCCESS LOGO 	4,19,848	10/09/2012
COACH DESIGN ONLY LOGO 	3,028,965	12/13/2005
COACH DIGITAL	86/963,224	04/04/2016
COACH PD	86/442,439	11/03/2014
FLYING PIG DESIGN ONLY LOGO 	4,796,306	08/18/2015
GET COACH	4,813,465	09/15/2015
GET WAGGLE	4,649,990	12/02/1014
KIDSTART	4,498,239	03/18/2014
LADDERS TO SUCCESS	3,265,019	07/17/2007
OPTIONS	4,054,805	11/15/2011
PLUGGED IN TO READING	4,493,751	03/11/2014
PLUGGED IN TO READING LOGO 	3,281,271	08/21/2007
SHARPEN UP!	2,211,140	12/15/1998
TRIUMPH LEARNING	2,707,945	04/15/2003
TRIUMPH ONLINE LOGO 	4,473,765	01/28/2014
WAGGLE	4,893,535	01/26/2016

Schedule A

4820-2341-0253.2
17652427.1

RECORDED: 09/06/2017

TRADEMARK
REEL: 006148 FRAME: 0492