FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp.4/94)
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TM05/REV03

HKD 4.21.00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Docket No.: 014951/0199

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

00 APR 21 AM 10:08
OPR/FINANCE

TUTOR TIME LEARNING SYSTEMS, INC.
621 N.W. 53RD STREET
BOCA RATON, FLORIDA 33487

- ☐ Individual(s)
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☒ Corporation-State **FLORIDA**
- ☐ Other

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

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

Name: **ABLECO FINANCE LLC**

Internal Address:

Street Address: **450 PARK AVENUE**

City: **NEW YORK** State: **NY** ZIP: **10022**

- ☐ Individual(s) citizenship
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☐ Corporation-State
- ☒ Other **DELAWARE LIMITED LIABILITY**

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☒ N
(Designations must be a separate document from
Additional name(s) & address(es) ☐ Yes ☒ N

3. Nature of conveyance:

- ☐ Assignment
- ☐ Merger
- ☒ Security Agreement
- ☐ Change of Name
- ☐ Other

Execution Date: **03232000**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE

Additional numbers ☒ Yes ☐ No

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

05-15-2000

101356500

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

Name: **PAUL A. JUERGENSEN**

Internal Address: **SCHULTE ROTH & ZABEL LLP**

Street Address: **900 THIRD AVENUE**

City: **NEW YORK** State: **NY** ZIP: **10022**

6. Total number of applications and registrations involved:..... 15

7. Total fee (37 CFR 3.41):.....$ **$390.00**

- ☐ Enclosed
- ☒ Authorized to be charged to deposit account

8. Deposit account number:

SCHULTE ROTH & ZABEL LLP - 500675

DO NOT USE THIS SPACE

05/12/2000 DNGUYEN 00000235 500675 74427555
01 FC:481 40.00 CH
02 FC:482 350.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

PAUL A. JUERGENSEN
Name of Person Signing

Signature

APRIL 21, 2000
Date

Total number of pages including cover sheet, attachments, and 12

COMPANY CONFIDENTIAL - STATUS REPORT

U.S. APPLICATIONS/REGISTRATIONS-TUTOR TIME LEARNING SYSTEMS, INC.

Update: 2/3/00

File No.	Serial No.	Description	Date Filed	STATUS
1540.000	74/427,555 **REGISTERED** **1,889,834;** **Date: 04/18/95**	TUTOR TIME (design mark) Intl. Class: 016 Current Owner Listed: FL. ACADEMIC ENTERPRISES, INC.	08/23/93	Affd. 4/18/00 to 4/18/01 Renew: 4/18/05
1540.000	74/427,573 **REGISTERED** **1,844,815;**	TUTOR TIME (design mark) Intl. Classes: 041 & 042 Current Owner Listed: FL. ACADEMIC ENTERPRISES,INC.	08/23/93	Affd. 7/12/99 to 7/12/00 Renew: 7/12/04
1540.00	74/366,374 **REGISTERED** 1,997,780 **DATE:10/3/96**	POOKIE and Design (No balloons) Intl. Classes 016 & 042 Current Owner Listed: FL. ACADEMIC ENTERPRISES, INC.	04/12/95	Affd. 9/3/02 to 9/3/03 Renew: 9/3/06
1540.02	75/208,475 **PENDING**	POOKIE and Design Intl. Class 042 Current Owner Listed: TUTOR TIME LEARNING SYSTEMS,INC.	12/05/96	Awaiting Certificate
1540.03	75/256,978 **PENDING**	NOODLES, DOODLES & OODLES Intl. Class 042 Current Owner Listed: Tutor Time Learning Systems, Inc.	02/20/97	Substitute Specimens filed: 12/30/99

File No.	Serial No.	Description	Date Filed	STATUS
1540.04	75/256,977 **PENDING**	SNIFFLES Intl. Class 042 Current Owner Listed: Tutor Time Learning Systems, Inc.	02/20/97	Substitute Specimens filed: 12/30/99
1540.05	75/256,976 **PENDING**	SNEEZES Intl. Class 042 Current Owner Listed: Tutor Time Learning Systems, Inc.	02/20/97	Substitute Specimens filed: 12/30/99
1540.06	75/256,975 **PENDING**	PERCY Intl. Class 042 Current Owner Listed: Tutor Time Learning Systems, Inc.	02/20/97	Substitute Specimens filed: 12/30/99
1540.07	75/256,974 **PENDING**	PATTSY Intl. Class 016 Current Owner Listed Tutor Time Learning Systems, Inc.	02/20/97	Substitute Specimens filed: 12/30/99
1540.08	75/256,973 **PENDING**	PUDDLES Intl. Class 016 Current Owner Listed Tutor Time Learning Systems, Inc.	02/20/97	Substitute Specimens filed: 12/30/99
1540.09	75/293,262 **PENDING**	NOODLES Intl. Class 016 Current Owner Listed: Tutor Time Learning Systems, Inc.	05/16/97	Substitute Specimens filed: 12/30/99

File No.	Serial No.	Description	Date Filed	STATUS
1540.10	75/293,263 **PENDING**	DOODLES Intl. Class 016 Current Owner Listed Tutor Time Learning Systems, Inc.	05/16/97	Substitute Specimens filed: 12/30/99
1540.11	75/293,264 **PENDING**	OODLES Intl. Class 016 Current Owner Listed Tutor Time Learning Systems, Inc.	05/16/97	Substitute Specimens filed: 12/30.99
1540.12	75/487,296 **PENDING**	CURRICULUM 2000 - - LEARNING LINKS Intl. Class 016 Current Owner Listed Tutor Time Child Care Systems, Inc.	05/18/98	Application Suspended Pending 75/415646 and 75/395209
1540.015	75/539,655	SAFE N SOUND Intl. Class 009 Current Owner Listed Tutor Time Learning Systems, Inc.	08/20/98	Mark published 11/16/99

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, the signatory hereto (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated as of March 23, 2000 (such agreement, as amended, restated, supplemented or otherwise modified from time to time, being hereafter referred to as the "Security Agreement"), in favor of Ableco Finance LLC (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has pledged and assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby pledge and assign to the Assignee and grants to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the terms and conditions of the Assignee's security interest and the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of March 23, 2000.

ASSIGNOR:
Tutor Time Learning Systems, Inc.

Name: Alfred R. Novas
By: Treasurer and Chief Financial Officer

STATE OF New York

ss.:

COUNTY OF New York

On this 14th day of March, 2000, before me personally came Alfred. R. Novus, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Treasurer & CFO of the corporation designated as an "Assignor" on the foregoing instrument, and that he executed the foregoing instrument in the firm name of such corporation, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said corporation for the uses and purposes therein mentioned.

Wendi C. Jackson

WENDI C. JACKSON
Notary Public, State of New York
No. [illegible] 01141
Qualified in New York County
Commission Expires May 25, ~~1999~~ 2001

COMPANY CONFIDENTIAL - STATUS REPORT

U.S. APPLICATIONS/REGISTRATIONS-TUTOR TIME LEARNING SYSTEMS, INC.

Update: 2/3/00

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1540.015	75/539,655	SAFE N SOUND Intl. Class 009 Current Owner Listed Tutor Time Learning Systems, Inc.	08/20/98	Mark published 11/16/99

COMPANY CONFIDENTIAL - STATUS REPORT
FOREIGN TRADEMARK APPLICATIONS - TUTOR TIME LEARNING SYSTEMS, INC. update: 2/3/00

MARKS:	COUNTRY:	APPLICATION NO:	REMARKS:
TUTOR TIME Our File: 1540.501	European Community	1052786	Pending/Published - awaiting registration
TUTOR TIME Our File: 1540.502	Argentina	2,210,419	Pending
TUTOR TIME Our File: 1540.503	Brazil	821642952	Pending/Published - awaiting registration
TUTOR TIME Our File: 1540.504	Chile	445,263	Pending/Published/ Opposed by Tutor De Technopolis/ Response submitted by Assoc.
TUTOR TIME Our File: 1540.505	Venezuela	11117-1999	Pending
TUTOR TIME Our File: 1540.506	Costa Rica	1-392-470	Pending
TUTOR TIME Our File: 1540.507	Uruguay	313,751	Merits closed/awaiting registration
TUTOR TIME Our File: 1540.508	Panama	103676	Pending
TUTOR TIME Our File: 1540.509	Mexico	361841	Pending
TUTOR TIME Our File: 1540.510	Guatemala	M-6361-9	Pending

COMPANY CONFIDENTIAL - STATUS REPORT
FOREIGN TRADEMARK APPLICATIONS - TUTOR TIME LEARNING SYSTEMS, INC. update: 2/3/00

MARKS:	COUNTRY:	APPLICATION NO:	REMARKS:
TUTOR TIME Our File: 1540.511	Philippines	4-1999-92257	Pending
TUTOR TIME Our File: 1540.512	Singapore	Too/03024F	Pending
TUTOR TIME Our File: 1540.513	Malaysia	99/02654	Merits Closed/awaiting registration
TUTOR TIME Our File: 1540.514	Australia	Reg. No. 783927	Registered
TUTOR TIME Our File: 1540.516	Japan	6567/1999	Pending
TUTOR TIME Our File: 1540.517	Canada	1,002,965	Pending

SCHEDULE IA TO COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

Trademark License Agreement dated as of July 1, 1996, between Tutor Time Learning Systems, Inc. and Tutor Time Franchise Learning Centers, Inc.