

4-11-02

04-11-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

LearningStar Corp.

4-11-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State DE Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: GMAC Business Credit, LLC

Internal Address: Suite 220

Street Address: 55 South Lake Avenue

City: Pasadena State: CA Zip: 91101

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A Additional name(s) & address(es) attached? Yes No N/A

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Amendment to Security Agreement

Execution Date: March 12, 2002

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

A. Trademark Application No.(s) 76/327484 Application Pending

B. Trademark Registration No.(s) Application Pending

Additional number(s) attached Yes No

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

Name: Kate Gregor

Internal Address: Brobeck Phleger & Harrison LLP Suite 2100

Street Address: 550 South Hope Street

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

n/a

DO NOT USE THIS SPACE

9. Signature.

Kate Gregor Name of Person Signing

Signature

April 10, 2002 Date

Total number of pages including cover sheet, attachments, and document: 5

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Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002480 FRAME: 0129

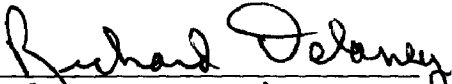
## TRADEMARK AMENDMENT

**THIS TRADEMARK SECURITY AGREEMENT AMENDMENT**, dated as of March 12, 2002 (this "Trademark Amendment"), is delivered pursuant to Section 6 of that certain Trademark Security Agreement, dated as of April 30, 2001 (the "Trademark Security Agreement"), by and among LearningStar Corp., a Delaware corporation ("Parent"), certain of Parent's Subsidiaries identified on the signature pages hereto (Parent and such Subsidiaries referred to hereinafter each individually as a "Debtor", and individually and collectively, jointly and severally, as the "Debtors"), and GMAC Business Credit, LLC, a Delaware limited liability company, as the Agent for the Lenders (in such capacity, together with its successors, if any, in such capacity, "Secured Party").

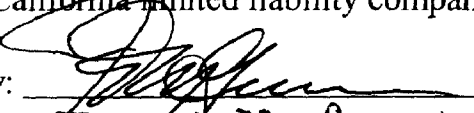
Each of the undersigned Debtors hereby: (a) agrees that this Trademark Amendment may be attached to that certain Trademark Security Agreement; (b) agrees that all right, title, and interest of Parent in and to the trademarks and other related intellectual property listed in the Addendum to Schedule A attached hereto shall be and become part of the "Trademark Collateral" referred to in the Trademark Security Agreement and Schedule A thereto and shall secure all Secured Obligations of Parent; (c) authorizes Agent to attach this Trademark Amendment and the Addendum to Schedule A attached hereto to the Trademark Security Agreement and Schedule A thereto, respectively, and (d) without limiting the generality of the foregoing, is deemed to have made the representations and warranties contained in Section 4 of the Trademark Security Agreement with respect to such "Trademark Collateral" (as defined in the Trademark Security Agreement). Unless the context otherwise requires, capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Trademark Security Agreement (or the Loan Agreement as therein defined). This Trademark Amendment is a Loan Document.

[Signature pages follow]

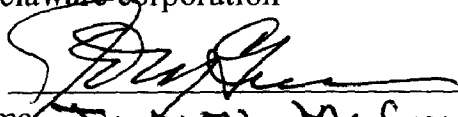
**LEARNINGSTAR CORP.,**  
a Delaware corporation

By:   
Name: RICHARD DELANEY  
Title: CHIEF FINANCIAL OFFICER

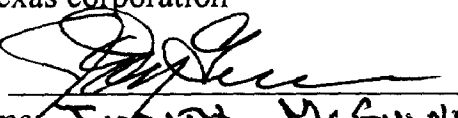
**EARLYCHILDHOOD LLC,**  
a California limited liability company

By:   
Name: JUDITH Mc GUINN  
Title: CHIEF OPERATING OFFICER

**SMARTERKIDS.COM, INC.,**  
a Delaware corporation

By:   
Name: JUDITH Mc GUINN  
Title: PRESIDENT

**EDUCATIONAL PRODUCTS, INC.,**  
a Texas corporation

By:   
Name: JUDITH Mc GUINN  
Title: PRESIDENT

Acknowledged and Agreed:

**GMAC BUSINESS CREDIT, LLC**

a Delaware limited liability company, as Agent

By: 

Name: Pamela M. Gumbus

Title: Vice President

ADDENDUM TO  
SCHEDULE A  
TO  
AMENDED AND RESTATED TRADEMARK AGREEMENT

Trademarks of LearningStar Corp., a Delaware corporation

<b>Status</b>	<b>Mark</b>	<b>Registration/ Application Date</b>	<b>Registration/ Application No.</b>
Application Pending	Excelligence	October 19, 2001	#76/327484