

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Release of Security Interest |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------------------|----------|----------------|----------------|
| Canadian Imperial Bank of Commerce | | 02/03/2006 | Bank: NEW YORK |

RECEIVING PARTY DATA

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|------------------------|-------------------------------------|
| Name: | Primrose School Franchising Company |
| Street Address: | 3660 Cedarcrest Road |
| City: | Acworth |
| State/Country: | GEORGIA |
| Postal Code: | 30101 |
| Entity Type: | CORPORATION: GEORGIA |

PROPERTY NUMBERS Total: 18

| Property Type | Number | Word Mark |
|----------------------|---------|---|
| Registration Number: | 1844809 | PRIMROSE SCHOOLS |
| Registration Number: | 1937949 | PRIMROSE |
| Registration Number: | 2017862 | PRIMROSE SCHOOLS RHYTHM & NOTES |
| Registration Number: | 2017863 | PRIMROSE SCHOOLS POSIES & POLLYWOGS |
| Registration Number: | 2047370 | PRIMROSE SCHOOLS ADOPT-A-GRANDPARENT |
| Registration Number: | 2015824 | PRIMROSE SCHOOLS HELPING HANDS |
| Registration Number: | 2015825 | PRIMROSE SCHOOLS I'VE GOT PRIDE! |
| Registration Number: | 2115129 | PRIMROSE SCHOOLS LIFE SKILLS LIFE SKILLS IN PROGRESS SM |
| Registration Number: | 2015826 | PRIMROSE SCHOOLS MR. CAN DO |
| Registration Number: | 2017864 | PRIMROSE SCHOOLS MUCHO MUNDO |
| Registration Number: | 2017865 | PRIMROSE SCHOOLS THUMBS UP! |
| Registration Number: | 2019317 | PRIMROSE SCHOOLS MUD PIES |
| Registration Number: | 2015858 | PRIMROSE SCHOOLS NOGGIN' JOGGIN' |

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| Registration Number: | 2097013 | SUPER LEARNING ADVENTURES |
| Registration Number: | 2166814 | STANDARD OF EXCELLENCE ACCREDITATION |
| Registration Number: | 2052715 | PRIMROSE SCHOOLS EXPLORERS CLUB |
| Registration Number: | 2144331 | PERCY PRIDE |
| Registration Number: | 2095359 | PERCY PRIMROSE SCHOOLS |

CORRESPONDENCE DATA

Fax Number: (404)541-4608
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404-815-6500
Email: tadmin@kilpatrickstockton.com
Correspondent Name: Kilpatrick Stockton LLP
Address Line 1: 1100 Peachtree Street, Suite 2800
Address Line 4: Atlanta, GEORGIA 30309

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|-------------------------|--------------------|
| ATTORNEY DOCKET NUMBER: | 082345 |
| NAME OF SUBMITTER: | Barbara F. Edwards |
| Signature: | /bfe/ |
| Date: | 02/03/2006 |

Total Attachments: 4
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RELEASE OF SECURITY INTEREST IN TRADEMARKS
AND TRADEMARK REGISTRATIONS

RELEASE OF SECURITY INTEREST IN TRADEMARKS AND TRADEMARK REGISTRATIONS, dated as of February 3, 2006 by Canadian Imperial Bank of Commerce ("Bank").

WHEREAS, Primrose School Franchising Company, a Georgia corporation ("Primrose"), and Primrose Holdings, Inc., a Delaware corporation, were party to that certain Credit Agreement dated as of April 6, 1999, pursuant to which Primrose granted to the Bank (the "Grant") certain rights with respect to certain of its trademarks (the "Trademarks") and trademark registrations (the "Registrations") identified on Exhibit A;

WHEREAS, the Bank has agreed to terminate and release its security interest and all of its right, title and interest in the Trademarks and Registrations as herein provided;

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

The Bank hereby terminates and releases all of its right, title and interest in the Trademarks and Registrations identified on Exhibit A attached hereto.

CANADIAN IMPERIAL BANK OF
COMMERCE

By: 

Name:

George Knight

Title:

Canadian Imperial Bank of Commerce

Authorized Signatory

Exhibit A

FEDERAL TRADEMARKS/SERVICE MARKS

| TRADEMARK/SERVICE MARK | REGISTRATION NUMBER |
|---|---------------------|
| PRIMROSE SCHOOLS (and design) | 1,844,809 |
| PRIMROSE | 1,937,949 |
| PRIMROSE SCHOOLS RHYTHM & NOTES (and design) | 2,017,862 |
| PRIMROSE SCHOOLS POSIES & POLLYWOGS (and design) | 2,017,863 |
| PRIMROSE SCHOOLS ADOPT-A-GRANDPARENT (and design) | 2,047,370 |
| PRIMROSE SCHOOLS HELPING HANDS (and design) | 2,015,824 |
| PRIMROSE SCHOOLS I'VE GOT PRIDE! (and design) | 2,015,825 |
| PRIMROSE SCHOOLS LIFE SKILLS LIFE SKILLS IN PROGRESS (and design) | 2,115,129 |
| PRIMROSE SCHOOLS MR. CAN DO (and design) | 2,015,826 |
| PRIMROSE SCHOOLS MUCHO MUNDO (and design) | 2,017,864 |
| PRIMROSE SCHOOLS THUMBS UP! (and design) | 2,017,865 |
| PRIMROSE SCHOOLS MUD PIES (and design) | 2,019,317 |
| PRIMROSE SCHOOLS NOGGIN' JOGGIN' (and design) | 2,015,858 |
| SUPER LEARNING ADVENTURES (and design) | 2,097,013 |
| STANDARD OF EXCELLENCE ACCREDITATION (and design) | 2,166,814 |
| PRIMROSE SCHOOLS EXPLORERS CLUB (and design) | 2,052,715 |

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| design) | |
| PERCY PRIDE | 2,144,331 |
| PERCY PRIMROSE SCHOOLS (and design) | 2,095,359 |

STATE TRADEMARKS/SERVICE MARKS

| TRADEMARK/SERVICE MARK | STATE | REGISTRATION NO. |
|-------------------------------|----------------|------------------|
| PRIMROSE SCHOOLS (and design) | Georgia | 13079 |
| PRIMROSE SCHOOLS (and design) | Georgia | 13080 |
| PRIMROSE | Georgia | 15342 |
| PRIMROSE | Georgia | 15343 |
| PRIMROSE SCHOOLS (and design) | Georgia | 15355 |
| PRIMROSE SCHOOLS (and design) | Georgia | 15356 |
| PRIMROSE SCHOOLS (and design) | Alabama | 107,718 |
| PRIMROSE SCHOOLS (and design) | Alabama | 107,717 |
| PRIMROSE SCHOOLS (and design) | Colorado | 19,981,231,179 |
| PRIMROSE SCHOOLS (and design) | Colorado | 19,981,231,183 |
| PRIMROSE | Texas | 55,209 |
| PRIMROSE | Texas | 55,208 |
| PRIMROSE SCHOOLS (and design) | Texas | 55,207 |
| PRIMROSE SCHOOLS (and design) | Texas | 55,206 |
| PRIMROSE SCHOOLS (and design) | Texas | 53,360 |
| PRIMROSE SCHOOLS (and design) | Texas | 53,359 |
| PRIMROSE SCHOOLS (and design) | North Carolina | 11,983 |
| PRIMROSE SCHOOLS (and design) | North Carolina | 11,982 |

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| PRIMROSE | North Carolina | 11,981 |
| PRIMROSE SCHOOLS (and design) | Alabama | 106,660 |
| PRIMROSE SCHOOLS (and design) | Alabama | 106,659 |
| PRIMROSE | Alabama | 106,641 |
| PRIMROSE | Alabama | 106,640 |
| PRIMROSE SCHOOLS (and design) | Oklahoma | 27,707 |
| PRIMROSE SCHOOLS (and design) | Oklahoma | 27,705 |
| PRIMROSE SCHOOLS (and design) | Oklahoma | 27,704 |
| PRIMROSE SCHOOLS (and design) | Oklahoma | 27,703 |
| PRIMROSE | Tennessee | N/A – Class 100 Registered December 22, 1999 |
| PRIMROSE | Tennessee | N/A – Class 107 Registered December 22, 1999 |
| PRIMROSE SCHOOLS (and design) | Tennessee | N/A – Class 100 Registered December 22, 1999 |
| PRIMROSE SCHOOLS (and design) | Tennessee | N/A – Class 107 Registered December 22, 1999 |
| PRIMROSE SCHOOLS (and design) | Tennessee | N/A – Class 107 Registered August 23, 1993 |
| PRIMROSE SCHOOLS (and design) | Tennessee | N/A – Class 100 Registered August 23, 1993 |