

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mini-Skool Early Learning Centers Inc.		11/01/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	Ableco Finance LLC, as agent
Street Address:	450 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2231817	FLANAGAN'S PRESCHOOL "THE LINK BETWEEN LOVE AND LEARNING" ESTABLISHED 1976
Registration Number:	2829486	MINI-SKOOL
Registration Number:	2831528	MINI-SKOOL A CHILD'S PLACE
Registration Number:	2866137	THE CHILDREN'S OASIS
Registration Number:	1298138	THE PEANUT GALLERY
Registration Number:	2305386	GATEWAY ACADEMY
Serial Number:	75637091	CORNERSTONE LEARNING CENTER
Serial Number:	75009581	WINWOOD CHILDREN'S CENTER

CORRESPONDENCE DATA

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-756-2494
 Email: watt.wanapha@srz.com

CH \$215.00 2231817

Correspondent Name: Watt Wanapha
Address Line 1: 919 Third Avenue
Address Line 2: 19th Floor
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	014951.0851
NAME OF SUBMITTER:	Watt Wanapha (014951.0851)
Signature:	/kc for ww/
Date:	11/06/2007

Total Attachments: 4

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GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, Mini-Skool Early Learning Centers Inc. (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated November 1, 2007 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Ableco Finance LLC, as the Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and


WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (each such term as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill 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 and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee 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 Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of November 1, 2007

MINI-SKOOL EARLY LEARNING CENTERS
INC.

By: 
Name: Ronald Starkman
Title: Vice President

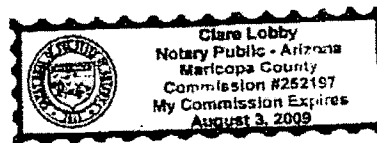
STATE OF ARIZONA

ss.:

COUNTY OF MARICOPA

On this ____ day of _____, 20__, before me personally came _____, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the _____ of _____, a _____, and that s/he executed the foregoing instrument in the firm name of _____, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.


[NOTARY SEAL]



GRANT OF SECURITY - TRADEMARK (MINI-SKOOL INC.) - SENIOR

TRADEMARK
REEL: 003658 FRAME: 0751

SCHEDULE A TO GRANT OF A SECURITY INTEREST

1. Registered Trademarks

MARK	SERIAL NO. (DATE)	REGISTRATION NO. (DATE)	OWNER	GOODS & SERVICES
Flanagan's Preschool "The Link Between Love and Learning" Established 1976 (US)	75/384,971 (11/05/1997)	2,231,817 (03/16/1999)	Mini-Skool Early Learning Centers Inc. 8767 E. Via de Ventura, Suite 240 Scottsdale, AZ 85258	IC 041 – Educational services in the nature of preschool, early childhood and developmental schools.
Mini-Skool (US)	76/486,923 (01/24/2003)	2,829,486 (04/06/2004)	Mini-Skool Early Learning Centers Inc. 8767 E. Via de Ventura, Suite 240 Scottsdale, AZ 85259	IC 043 – Child care and day care.
Mini-Skool a Child's Place (US)	76/486,575 (01/24/2003)	2,831,528 (04/13/2004)	Mini-Skool Early Learning Centers Inc. 8767 E. Via de Ventura, Suite 240 Scottsdale, AZ 85259	IC 043 – Child care and day care services.
The Children's Oasis (US)	76/486,924 (01/24/2003)	2,866,137 (05/04/2004)	Mini-Skool Early Learning Centers Inc. 8767 E. Via de Ventura, Suite 240 Scottsdale, AZ 85259	IC 043 – Child care and day care centers.
The Peanut Gallery (US)	73/417,698 (03/17/1983)	1,298,138 (09/25/1984)	Mini-Skool Early Learning Centers Inc. 8767 E. Via de Ventura, Suite 240 Scottsdale, AZ 85258	IC 042 – Providing day care services for children.
Gateway Academy (US)	75/445,269 (03,05/1998)	2,305,386 (01/04/2000)	Mini-Skool Early Learning Centers Inc. 8767 E. Via de Ventura, Suite 240 Scottsdale, AZ 85258	IC 042 – Child day care services.
Cornerstone Learning Center	75637091 (4/4/2000)	TMA2338039	Mini-Skool Early Learning Centers Inc. 8767 E. Via de Ventura, Suite 240 Scottsdale, AZ 85258	IC 042 – Child day care services

Winwood Children's Center	75009581 (4/4/2005)	TMA2241717	Winwood Children's Center I, L.L.C. 12301 Lee Jackson Memorial Highway Fairfax Virginia 22033	IC 042 – Child day care services
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2. Trademark Applications - None.
3. Trademark Licenses - None.

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