

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mini-Skool Early Learning Centers, Inc.		11/01/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Roynat Business Capital, Inc.		
Street Address:	181 West Madison Street		
Internal Address:	Suite 3700		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60602		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 7			
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	
Registration Number:	2338039	CORNERSTONE LEARNING CENTER	
CORRESPONDENCE DATA			
Fax Number:	(312)803-5299		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(312) 845-3430		
Email:	kalwa@chapman.com		

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TRADEMARK
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Correspondent Name: Richard Kalwa
Address Line 1: 111 West Monroe Street
Address Line 2: Chapman and Cutler LLP
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER: 1672435

NAME OF SUBMITTER: Richard Kalwa

Signature: /richard kalwa/

Date: 11/21/2007

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 Roynat Business Capital, Inc., 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.

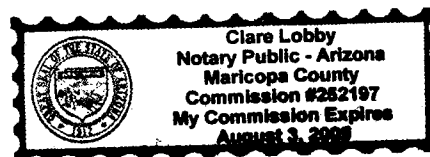
MINI-SKOOL EARLY LEARNING CENTERS INC.

By: 
Name: Ronald Starkman
Title: Vice President

STATE OF ARIZONA
ss.:
COUNTY OF MARICOPA

On this 1st day of November, 2007, before me personally came Ronald Starkman, 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 Vice President of Mini-Skool Early Learning Centers Inc., a Delaware corporation, and that s/he executed the foregoing instrument in the firm name of Mini Skool Early Learning Centers Inc., 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]



Mezzanine - Grant of Security Interest - Trademarks

TRADEMARK
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SCHEDULE A

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