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TO: MOORE & VAN ALLEN PLLC COMPANY: 430 DAVIS DRIVE

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.107/16/2010
900167128

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Melissa & Doug, LLC		06/10/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	101 S. Tryon St.		
Internal Address:	NC1-002-15-39		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28255		
Entity Type:	national banking association: USA		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Registration Number:	3412813	FRESH START	
Registration Number:	2962250	WRITE A MAT	
Registration Number:	2875715	POP & GO	
Registration Number:	2825213	READ A MAT	
Registration Number:	2836552	INSIDE OUTSIDE PUZZLE	
Registration Number:	2827985	THE STRAIGHT EDGE PRESS	
Registration Number:	2797802	MAKIN' MUSIC	
Registration Number:	2843981	MIGHTY BUILDERS	
Registration Number:	3690817	COLOR-A-MAT	
Registration Number:	2848602	MELISSA & DOUG	
Registration Number:	2889640	WOOD 'N THINGS	
Registration Number:	2487044	LIGHTS, CAMERA, INTERACTION!	
		MELISSA & DOUG'S PUZZLE WORLD LIGHTS, CAMERA,	

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TO:MOORE & VAN ALLEN PLLC COMPANY:430 DAVIS DRIVE

Registration Number:	2470372	INTERACTION!
Registration Number:	2472178	PUZZLE WORLD
Registration Number:	3403317	ART ESSENTIALS
Registration Number:	3129623	BAND IN A BOX
Registration Number:	3203307	MELISSA & DOUG
Serial Number:	77901855	THE HOUSE THAT JACK BUILT
Serial Number:	77901854	THE HOUSE THAT JACK BUILT ESTABLISHED 1975

CORRESPONDENCE DATA

Fax Number: (819)416-8328

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 9192868041

Email: pto_tmconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 017625-004555 EAR

NAME OF SUBMITTER: Ellen A. Rubel

Signature: /Ellen A. Rubel/

Date: 07/16/2010

Total Attachments: 4

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TO: MOORE & VAN ALLEN PLLC COMPANY: 430 DAVIS DRIVE

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of June 10, 2010 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See Schedule 1 attached hereto.	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See Schedule 1 attached hereto.	

Notwithstanding anything to the contrary herein, no grant of a security interest or lien upon shall be granted hereunder in any trademark application filed on an intent to use basis until such time, if any, as a statement of use is filed and accepted with the United States Patent and Trademark Office.

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TO: MOORE & VAN ALLEN PLLC COMPANY: 430 DAVIS DRIVE

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

MELISSA & DOUG, LLC,
a Delaware limited liability company

By: _____
Name: Douglas Bernstein
Title: Co-CEO

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

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MELISSA & DOUG, LLC
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (MELISSA & DOUG, LLC)

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TO:MOORE & VAN ALLEN PLLC COMPANY:430 DAVIS DRIVE

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

MELISSA & DOUG, LLC,
a Delaware limited liability company

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: **George S. Carey**
Title: **Assistant Vice President**

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MELISSA & DOUG, LLC
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (MELISSA & DOUG, LLC)

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TO: MOORE & VAN ALLEN PLLC COMPANY: 430 DAVIS DRIVE

Schedule 1

Melissa & Doug, LLC
(Delaware Limited Liability Company)

U.S. Trademarks**Registered Marks**

Mark	Registration No.	Registration Date
FRESH START	3412813	4/15/08
WRITE A MAT	2962250	6/14/05
POP & GO	2875715	8/17/04
READ A MAT	2825213	3/23/04
INSIDE OUTSIDE PUZZLE	2836552	4/27/04
THE STRAIGHT EDGE PRESS	2827985	3/30/04
MAKIN' MUSIC	2797802	12/23/03
MIGHTY BUILDERS	2843981	5/18/04
COLOR-A-MAT	3690817	9/29/09
MELISSA & DOUG	2848602	6/1/04
WOOD 'N THINGS	2889640	9/28/04
LIGHTS, CAMERA, INTERACTION!	2487044	9/11/01
MELISSA & DOUG'S PUZZLE WORLD LIGHTS, CAMERA, INTERACTION! And Design	2470372	7/17/01
PUZZLE WORLD	2472178	7/24/01
ART ESSENTIALS	3403317	3/25/08
BAND IN A BOX	3129623	8/15/06
MELISSA & DOUG and Design	3203307	1/30/07

Pending Applications

Description	Application No.	Filing Date
THE HOUSE THAT JACK BUILT	77901855	12/29/09
THE HOUSE THAT JACK BUILT and Design	77901854	12/29/09

TRI11720840v3