

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|------------------------------|------------------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Termination of Security Interest in Trademarks |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------------------------------|----------|----------------|---------------------------------------------|
| Bank of America, N.A., as Administrative Agent | | 12/21/2010 | National Banking Association: UNITED STATES |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | Melissa & Doug, LLC |
| Street Address: | 141 Danbury Road |
| City: | Wilton |
| State/Country: | CONNECTICUT |
| Postal Code: | 06897 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

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! |
| Registration Number: | 2470372 | MELISSA & DOUG'S PUZZLE WORLD LIGHTS, CAMERA, INTERACTION! |

OP \$490.00 3412813

| | | |
|----------------------|---------|--------------------------------------------|
| Registration Number: | 2472178 | PUZZLE WORLD |
| Registration Number: | 3403317 | ART ESSENTIALS |
| Registration Number: | 3129623 | BAND IN A BOX |
| Registration Number: | 3203307 | MELISSA & DOUG |
| Registration Number: | 3827935 | THE HOUSE THAT JACK BUILT |
| Registration Number: | 3834406 | THE HOUSE THAT JACK BUILT ESTABLISHED 1975 |

CORRESPONDENCE DATA

Fax Number: (919)416-8363
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: | 017625.4651 |
| NAME OF SUBMITTER: | Ellen A. Rubel |
| Signature: | /Ellen A. Rubel/ |
| Date: | 12/22/2010 |

Total Attachments: 3
source=Termination - Trademarks#page1.tif
source=Termination - Trademarks#page2.tif
source=Termination - Trademarks#page3.tif

TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of December 21, 2010, is made by Bank of America, N.A., as Administrative Agent (the "Secured Party").

WHEREAS, Melissa & Doug, LLC (the "Grantor") has granted a security interest in certain personal property to the Secured Party, including without limitation a security interest in certain trademarks, trademark applications, and/or trademark licenses ("Trademarks");

WHEREAS, the security interest granted to the Secured Party was recorded at the United States Patent and Trademark Office on July 16, 2010 at Reel 4245 and Frame 0456; and

WHEREAS, the Secured Party has agreed to terminate and release its security interest in all of such Trademarks, including, without limitation, the Trademarks identified on Schedule A attached hereto.

NOW, THEREFORE, for valuable consideration, the Secured Party hereby terminates and releases all mortgages, liens, and security interests granted to the Secured Party in the following Trademarks:

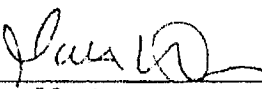
1. all of the Grantor's Trademarks to which the Grantor is a party including those referred to on Schedule A attached hereto;
2. all goodwill of the business connected with the use of, and symbolized by, each Trademark; and
3. all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or (ii) injury to the goodwill associated with any Trademark.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Secured Party has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Secured Party:

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

By: 
Name: Matthew S. Hichborn
Title: Assistant Vice President

[Termination of Security Interest in Trademarks]

Schedule A

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 |
| THE HOUSE THAT JACK BUILT | 3827935 | 8/3/10 |
| THE HOUSE THAT JACK BUILT and Design | 3834406 | 8/17/10 |

TRI1\748207v2