

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Melissa & Doug, LLC		12/21/2010	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	101 South Tryon Street
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28255-0001
<b>Entity Type:</b>	National Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	2470372	MELISSA & DOUG'S PUZZLE WORLD LIGHTS, CAMERA, INTERACTION!
Registration Number:	2472178	PUZZLE WORLD
Registration Number:	2487044	LIGHTS, CAMERA, INTERACTION!
Registration Number:	2797802	MAKIN' MUSIC
Registration Number:	2827985	THE STRAIGHT EDGE PRESS
Registration Number:	2843981	MIGHTY BUILDERS
Registration Number:	2848602	MELISSA & DOUG
Registration Number:	2875715	POP & GO
Registration Number:	2889640	WOOD 'N THINGS
Registration Number:	2962250	WRITE A MAT
Registration Number:	3129623	BAND IN A BOX
Registration Number:	3203307	MELISSA & DOUG
Registration Number:	3403317	ART ESSENTIALS

OP \$465.00 2470372

Registration Number:	3412813	FRESH START
Registration Number:	3690817	COLOR-A-MAT
Registration Number:	3827935	THE HOUSE THAT JACK BUILT
Registration Number:	3834406	THE HOUSE THAT JACK BUILT ESTABLISHED 1975
Registration Number:	3843009	MINE TO LOVE

**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: 4  
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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 December 21, 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, as well as all goodwill associated therewith, 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

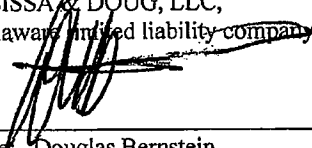
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See Schedule 1 attached hereto.	

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.

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,

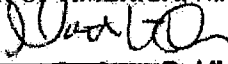
MELISSA & DOUG, LLC,  
a Delaware limited liability company

By:   
Name: Douglas Bernstein  
Title: Co-Chief Executive Officer

[Signature page to Notice of Grant in Security Interest in Trademarks]

Acknowledged and Accepted:

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

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

[Signature page to Notice of Grant of Security Interest in Trademarks]

Schedule 1

Melissa & Doug, LLC  
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
MELISSA & DOUG'S PUZZLE WORLD LIGHTS, CAMERA, INTERACTION! And Design	2470372	7/17/01
PUZZLE WORLD	2472178	7/24/01
LIGHTS, CAMERA, INTERACTION!	2487044	9/11/01
MAKIN' MUSIC	2797802	12/23/03
THE STRAIGHT EDGE PRESS	2827985	3/30/04
MIGHTY BUILDERS	2843981	5/18/04
MELISSA & DOUG	2848602	6/1/04
POP & GO	2875715	8/17/04
WOOD 'N THINGS	2889640	9/28/04
WRITE A MAT	2962250	6/14/05
BAND IN A BOX	3129623	8/15/06
MELISSA & DOUG and Design	3203307	1/30/07
ART ESSENTIALS	3403317	3/25/08
FRESH START	3412813	4/15/08
COLOR-A-MAT	3690817	9/29/09
THE HOUSE THAT JACK BUILT	3827935	8/3/10
THE HOUSE THAT JACK BUILT and Design	3834406	8/17/10
MINE TO LOVE	3843009	8/31/10

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