

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Lakeland Finance, LLC		01/18/2011	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Antares Capital Corporation, as Agent
<b>Street Address:</b>	500 West Monroe Street
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60661
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 22**

Property Type	Number	Word Mark
Registration Number:	3621875	
Registration Number:	3414331	DISCOVERY FOR CREDIT
Registration Number:	3479690	AHSTF
Registration Number:	3629871	FIELD STUDIES INTERNATIONAL
Registration Number:	3743643	THE FIELD STUDIES CENTER
Registration Number:	3794211	GEORGE WASHINGTON SCHOLARS FORUM
Registration Number:	3794213	
Serial Number:	77420057	DISCOVERY JOURNAL
Serial Number:	77825039	MYTRIP
Serial Number:	77875590	WORLDSTRIDES ACADEMY
Serial Number:	85172542	WS WORLDSTRIDES
Serial Number:	85174175	COLLEGIATE MASTER PERFORMANCE SERIES
Serial Number:	85174178	AMERICAN HIGH SCHOOL HONORS PERFORMANCE SERIES

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**900181575**

**TRADEMARK  
 REEL: 004455 FRAME: 0268**

Serial Number:	85174183	AHSTF AMERICAN HIGH SCHOOL THEATRE FESTIVAL
Serial Number:	85174483	BGA
Serial Number:	85174542	BGA
Serial Number:	85176420	FESTIVAL OF GOLD
Serial Number:	85176431	FESTIVAL OF GOLD
Serial Number:	85177709	HERITAGE CHILDREN'S CHOIR FESTIVALS
Serial Number:	85177728	HERITAGE CHILDREN'S CHOIR FESTIVALS
Serial Number:	85183128	ICTF
Serial Number:	85183156	ICTF INTERNATIONAL COLLEGIATE THEATRE FESTIVAL

**CORRESPONDENCE DATA**

Fax Number: (312)577-8816  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 312.577.8034  
Email: oscar.ruiz@kattenlaw.com  
Correspondent Name: Oscar Ruiz c/o Katten Muchin Rosenman  
Address Line 1: 525 West Monroe Street  
Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:	207170-208
NAME OF SUBMITTER:	Oscar Ruiz
Signature:	/Oscar Ruiz/
Date:	01/18/2011

Total Attachments: 4  
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**TRADEMARK SECURITY AGREEMENT**

THIS TRADEMARK SECURITY AGREEMENT, dated as of January 18, 2011, is between **LAKELAND FINANCE, LLC**, a Delaware limited liability company (the "Grantor"), and **ANTARES CAPITAL CORPORATION**, a Delaware corporation, as Agent (in such capacity, the "Grantee"), for the benefit of itself and all financial institutions that from time to time become lenders (the "Lenders") under the Credit Agreement (as hereinafter defined).

RECITALS

**WHEREAS**, Grantor, owns the Trademarks, Trademark registrations, and Trademark applications listed on **Schedule 1** annexed hereto, and is a party to the Trademark licenses listed on **Schedule 1** annexed hereto; and

**WHEREAS**, Grantor, Lakeland Tours, LLC, a Delaware limited liability company ("Lakeland Tours"), and Heritage Education and Festivals, LLC, a Delaware limited liability company ("Festivals"; Grantor, Lakeland Tours and Festivals are referred to therein each individually as a "Borrower and collectively as the "Borrowers") have entered into that certain Credit Agreement dated as of December 15, 2005 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), with Grantor, as Funds Administrator, Antares Capital Corporation, as agent ("Agent") for the benefit of Lenders, and as a Lender, providing for extensions of credit and other financial accommodations to be made to Borrowers by Lenders; and

**WHEREAS**, pursuant to the terms of a Borrowers Security Agreement dated as of December 15, 2005 among Grantor, each other Borrower and Grantee (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), Grantor has granted to Grantee for the benefit of Agent and Lenders a security interest in substantially all the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), Trademark registrations, Trademark applications and Trademark licenses, together with the goodwill of the business symbolized by Grantor's Trademarks, and all proceeds thereof, to secure the payment of the "Liabilities" (as defined in the Security Agreement);

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby acknowledge and agree that pursuant to the Security Agreement it has granted to Grantee a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether presently existing or hereafter created or acquired:

- (1) each Trademark, Trademark registration and Trademark application, including, without limitation, the Trademarks, Trademark registrations (together with any reissues, continuations or extensions thereof) and Trademark applications referred to in **Schedule 1** annexed hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application;

(2) each Trademark license and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark license; and

(3) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark or Trademark registration including, without limitation, the Trademarks and Trademark registrations referred to in **Schedule 1** annexed hereto, the Trademark registrations issued with respect to the Trademark applications referred in **Schedule 1** and the Trademarks licensed under any Trademark license, or (b) injury to the goodwill associated with any Trademark, Trademark registration or Trademark licensed under any Trademark license.

This security interest is part of the security interests granted to Grantee pursuant to the Security Agreement and is not intended to increase the rights of Grantee or the obligations of Grantor beyond the rights and obligations contained in the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed by its duly authorized officer on this 16<sup>th</sup> day of January, 2011.

LAKELAND FINANCE, LLC, a  
Delaware limited liability company

By: James Gerber  
Name: **James C. Gerber**  
Title: **Chief Financial Officer**

Acknowledged:

ANTARES CAPITAL CORPORATION,  
a Delaware corporation, as Agent

By: Daniel J. Landis  
Name: **Daniel J. Landis**  
Title: **Duly Authorized Signatory**

Schedule 1  
to Trademark  
Security Agreement

U.S. TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REG. NO.</u>	<u>DATE</u>
Design Only	3621875	5/19/09
DISCOVERY FOR CREDIT	3414331	4/22/08
AHSTF	3479690	8/5/08
FIELD STUDIES INTERNATIONAL	3629871	6/2/09
THE FIELD STUDIES CENTER	3743643	2/2/10
GEORGE WASHINGTON SCHOLARS FORUM	3794211	5/25/10
Design Only	3794213	5/25/10

FOREIGN TRADEMARK REGISTRATIONS

U.S. TRADEMARK APPLICATIONS

<u>MARK</u>	<u>APP. NO.</u>	<u>DATE</u>
DISCOVERY JOURNAL	77420057	3/12/08
MYTRIP	77825039	9/11/09
WORLDSTRIDES ACADEMY	77875590	11/18/09
WS WORLDSTRIDES	85172542	11/9/10
COLLEGIATE MASTER PERFORMANCE SERIES	85174175	11/11/10
AMERICAN SCHOOL HONORS PERFORMANCE SERIES	85174178	11/11/10
AHSTF AMERICAN HIGH SCHOOL THEATRE FESTIVAL	85174183	11/15/10
BGA	85174483	11/15/10
BGA	85174542	11/11/10
FESTIVAL OF GOLD	85176420	11/15/10
FESTIVAL OF GOLD	85176431	11/15/10
HERITAGE CHILDREN'S CHOIR FESTIVALS	85177709	11/16/10
HERITAGE CHILDREN'S CHOIR FESTIVAL	85177728	11/16/10
ICTF	85183128	11/23/10
ICTF INTERNATIONAL COLLEGIATE THEATRE FESTIVAL	85183156	11/23/10

FOREIGN TRADEMARK APPLICATIONS

TRADEMARK LICENSES

<u>Name of Agreement</u>	<u>Parties</u>	<u>Date of Agreement</u>
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