

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																								
NATURE OF CONVEYANCE:	Release of Security Interest Recorded at Reel/Frame 3665/0591																								
CONVEYING PARTY DATA																									
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CORRESPONDENCE DATA																									
Fax Number:	(646)728-2614																								
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>																									
Phone:	617-951-7067																								
Email:	trademarks@ropesgray.com																								
Correspondent Name:	Bradford M. Flint, Ropes & Gray LLP																								

900200814

TRADEMARK
REEL: 004612 FRAME: 0769

CH \$190.00 2231817

Address Line 1:	800 Boylston Street
Address Line 2:	Prudential Tower
Address Line 4:	Boston, MASSACHUSETTS 02199

ATTORNEY DOCKET NUMBER:	AGW-106-003 (DEAL WORK)
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NAME OF SUBMITTER:	Bradford M. Flint
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Signature:	/Bradford M. Flint/
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Date:	08/26/2011
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Total Attachments: 3 source=Roynat TM Release#page1.tif source=Roynat TM Release#page2.tif source=Roynat TM Release#page3.tif
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RELEASE OF TRADEMARK SECURITY INTEREST

This RELEASE OF TRADEMARK SECURITY INTEREST is dated as of August 26, 2011. Reference is made to the Pledge and Security Agreement, dated as of November 1, 2007 (as amended, restated, supplemented, modified and otherwise changed from time to time, the "*Security Agreement*"), among Phoenix Children's Academy, Inc. (f/k/a Mini-Skool Early Learning Centers, Inc.) (the "*Grantor*"), MS Group Holdings, Inc. (the "*Parent*"), and each of the Parent's subsidiaries at the time, in favor of Roynat Business Capital, Inc. as Agent for itself and certain lenders (the "*Agent*"), as grantee.

WHEREAS, pursuant to the Security Agreement, the Grantor granted to the Agent a continuing security interest in all right, title and interest of the Grantor in, to and under the trademark and service mark registrations and applications listed in *Schedule I* hereto (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*"); and

WHEREAS, pursuant to that certain Grant of a Security Interest – Trademarks, dated as of November 1, 2007, such grant was recorded in the United States Patent and Trademark Office at Reel 3665, Frame 0591.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Agent hereby irrevocably relinquishes, releases and discharges its security interests in and reassigns, grants, and conveys to the Grantor without any representation, warranty, recourse, or undertaking by the Agent, all of its right, title and interest, if any, in and to the Collateral, including, without limitation, the Trademarks.

[REMAINDER OF PAGE INTENTIONALLY BLANK. SIGNATURE PAGE IMMEDIATELY FOLLOWS.]

IN WITNESS WHEREOF, the undersigned has caused this Release of Trademark Security Interest to be duly executed by its duly authorized officer as of the day and year first above written.

ROYNAT BUSINESS CAPITAL, INC., as Agent

By



Its

MANAGING DIRECTOR

[RELEASE OF TRADEMARK SECURITY INTEREST]

TRADEMARK
REEL: 004612 FRAME: 0772

SCHEDULE I

Registered Trademarks

MARK	REGISTRATION NO. (DATE)
Flanagan's Preschool "The Link Between Love and Learning" Established 1976 (US)	2,231,817 (03/16/1999)
Mini-Skool (US)	2,829,486 (04/06/2004)
Mini-Skool a Child's Place (US)	2,831,528 (04/13/2004)
The Children's Oasis (US)	2,866,137 (05/04/2004)
The Peanut Gallery (US)	1,298,138 (09/25/1984)
Gateway Academy (US)	2,305,386 (01/04/2000)
Cornerstone Learning Center (US)	2,338,039 (04/04/2000)