

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ARES CAPITAL CORPORATION, AS AGENT		09/06/2011	CORPORATION: MARYLAND
RECEIVING PARTY DATA			
Name:	ELC ACQUISITION CORP.		
Street Address:	285 RIVERSIDE AVENUE		
City:	WESTPORT		
State/Country:	CONNECTICUT		
Postal Code:	06880		
Entity Type:	CORPORATION: DELAWARE		
Name:	ELC HOLDINGS CORPORATION		
Street Address:	2 LOWER RAGSDALE DRIVE		
Internal Address:	SUITE 200		
City:	MONTEREY		
State/Country:	CALIFORNIA		
Postal Code:	93940		
Entity Type:	CORPORATION: DELAWARE		
Name:	EXCELLIGENCE LEARNING CORPORATION		
Street Address:	2 LOWER RAGSDALE DRIVE		
Internal Address:	SUITE 200		
City:	MONTEREY		
State/Country:	CALIFORNIA		
Postal Code:	93940		
Entity Type:	CORPORATION: DELAWARE		
Name:	EXCELLIGENCE HOLDINGS CORP.		
Street Address:	2 LOWER RAGSDALE DRIVEQ		

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TRADEMARK
 REEL: 004617 FRAME: 0585

Internal Address:	SUITE 200
City:	MONTEREY
State/Country:	CALIFORNIA
Postal Code:	39340
Entity Type:	CORPORATION: DELAWARE

Name:	ACHIEVEMENT PRODUCTS, INC.
Street Address:	2 LOWER RAGSDALE DRIVE
Internal Address:	SUITE 200
City:	MONTEREY
State/Country:	CALIFORNIA
Postal Code:	93940
Entity Type:	CORPORATION: DELAWARE

Name:	ANGELES CORPORATION
Street Address:	9 CAPPER DRIVE
City:	PACIFIC
State/Country:	MISSOURI
Postal Code:	63069
Entity Type:	CORPORATION: DELAWARE

Name:	COLORATIONS, INC.
Street Address:	2 LOWER RAGSDALE DRIVE
Internal Address:	SUITE 200
City:	MONTEREY
State/Country:	CALIFORNIA
Postal Code:	93940
Entity Type:	CORPORATION: OHIO

Name:	EARLYCHILDHOOD LLC
Street Address:	2 LOWER RAGSDALE DRIVE
Internal Address:	SUITE 200
City:	MONTEREY
State/Country:	CALIFORNIA
Postal Code:	93940
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

Name:	EDUCATIONAL PRODUCTS, INC.
Street Address:	4100 SAM HOUSTON PARKWAY
Internal Address:	SUITE 240

City:	HOUSTON
State/Country:	TEXAS
Postal Code:	77086
Entity Type:	CORPORATION: TEXAS

Name:	MARKETING LOGISTICS, INC.
Street Address:	2 LOWER RAGSDALE DRIVE
Internal Address:	SUITE 200
City:	MONTEREY
State/Country:	CALIFORNIA
Postal Code:	93940
Entity Type:	CORPORATION: MINNESOTA

Name:	SMARTERKIDS.COM, INC.
Street Address:	2 LOWER RAGSDALE DRIVE
Internal Address:	SUITE 200
City:	MONTEREY
State/Country:	CALIFORNIA
Postal Code:	93940
Entity Type:	CORPORATION: DELAWARE

Name:	STEFFY WOOD PRODUCTS, INC.
Street Address:	701 WEST MILL STREET
City:	ANGOLA
State/Country:	INDIANA
Postal Code:	46703
Entity Type:	CORPORATION: INDIANA

PROPERTY NUMBERS Total: 55

Property Type	Number	Word Mark
Registration Number:	3888200	BUY WHERE TEACHERS BUY
Registration Number:	3810251	VARIO SEAT
Registration Number:	3866627	MYRIDER
Registration Number:	3718580	ECMD
Registration Number:	3718418	SURESTOP
Registration Number:	3647524	MY HOMETOWN
Registration Number:	3675708	CLASSICRIDER
Registration Number:	3738832	CONVERTO

Registration Number:	3769889	RUGGEDRIDER
Registration Number:	3491407	INCREDIBLEFOAM
Registration Number:	3463558	SOUND SPONGE
Registration Number:	3351369	
Registration Number:	2906713	TEACHER QUICKSOURCE
Registration Number:	2876620	ECMD
Registration Number:	2733120	EXCELLIGENCE
Registration Number:	3097179	LITTLE KIDDLE
Registration Number:	3092020	ACHIEVEMENT PRODUCTS
Registration Number:	1109254	ACHIEVEMENT PRODUCTS
Registration Number:	3721876	BYE-BYE
Registration Number:	2950235	SPACELINE
Registration Number:	2950193	QUIET DIVIDER
Registration Number:	2605599	ANGELES BASIC
Registration Number:	2423362	SILVERRIDER
Registration Number:	2452519	ANGELES
Registration Number:	2465053	BASELINE
Registration Number:	1897533	BASE FURNITURE LINE
Registration Number:	1813744	SOF-TEX
Registration Number:	1729410	ANGELES GROUP
Registration Number:	1630880	ANGELS REST
Registration Number:	1550889	BYE BYE BUGGY
Registration Number:	1477877	ANGELES
Registration Number:	2546548	COLORATIONS
Registration Number:	2546549	COLORATIONS
Registration Number:	2555560	COMPLETING THE CIRCLE BETWEEN TEACHERS AND PARENTS
Registration Number:	2584890	BIOPUTTY
Registration Number:	2661596	COLORS LIKE ME
Registration Number:	2455515	
Registration Number:	2052213	THE IMAGINATION PLAYGROUND
Registration Number:	1852370	EARLY CHILDHOOD NEWS
Registration Number:	1818908	BIOCOLOR
Registration Number:	1412843	RAINBOW
Registration Number:	1344758	DANDI-LI-ON

Registration Number:	2675790	SCHOOL WRAP PAC
Registration Number:	2328357	PROBOARD
Registration Number:	2426072	EPI
Registration Number:	2424420	ECONOBOARD
Registration Number:	2426073	EPI
Registration Number:	3351301	DESKTOP SCHOOL SUPPLIES
Registration Number:	2471836	SMARTERKIDS
Serial Number:	85318422	CLEERSEAL
Serial Number:	85310891	SAFE-T-SIDE
Serial Number:	85198972	DISCOUNT SCHOOL SUPPLY
Serial Number:	85165498	PATTERN PIGGIES
Serial Number:	77952251	BUDGET BIRCH
Serial Number:	77765634	SPORTRIDER

CORRESPONDENCE DATA

Fax Number: (213)830-8743

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

Phone: 213-680-6400

Email: kimberley.lathrop@bingham.com

Correspondent Name: KIMBERLEY A. LATHROP

Address Line 1: 355 SOUTH GRAND AVENUE

Address Line 2: BINGHAM MCCUTCHEN LLP

Address Line 4: LOS ANGELES, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	3002329.356072 SSLF
NAME OF SUBMITTER:	Kimberley A. Lathrop
Signature:	/Kimberley A. Lathrop/
Date:	09/06/2011

Total Attachments: 6

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TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT

THIS TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT (this "Termination"), is dated as of September 6, 2011, and made by Ares Capital Corporation, in its capacity as administrative agent for the Lenders ("Grantee") to ELC Acquisition Corp., a Delaware corporation, ELC Holdings Corporation, a Delaware corporation, Excelligence Learning Corporation, a Delaware corporation, Excelligence Holdings Corp., a Delaware corporation, Achievement Products, Inc., a Delaware corporation, Angeles Corporation, a Delaware corporation, Colorations, Inc., an Ohio corporation, Earlychildhood LLC, a California limited liability company, Educational Products, Inc., a Texas corporation, Marketing Logistics, Inc., a Minnesota corporation, SmarterKids.com, Inc., a Delaware corporation and Steffy Wood Products, Inc., an Indiana corporation (each a "Grantor" and, collectively, the "Grantors").

WHEREAS, pursuant to that certain Trademark Security Agreement dated as of August 1, 2011, made by Grantors in favor of Grantee (the "Security Agreement"), a security interest was granted by the Grantors to Grantee in certain collateral, including the Trademarks (as hereinafter defined);

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on August 1, 2011, at Reel 004595 and Frame 0109; and

WHEREAS, Grantee now desires to terminate and release the Security Agreement;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured pursuant to the Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination, Grantee hereby states as follows:

1. Definitions. The term "Trademarks," as used herein, shall mean all of the Grantor's right, title and interest of every kind and nature as of the date hereof in the trademarks listed on Schedule A hereto.
2. Release of Security Interest. Grantee hereby terminates the Security Agreement and terminates, releases and discharges its security interest in the Trademarks and reassigns to the person or persons legally entitled thereto all right, title and interest of Grantee in the Trademarks.
3. Representations and Warranties. Grantee represents and warrants that: (i) it has the full power and authority to execute this Termination; and (ii) it has not assigned, transferred, restricted or otherwise encumbered its rights under the Security Agreement.
4. Further Assurances. Grantee hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release contemplated hereby.

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IN WITNESS WHEREOF, the Grantee has caused this Termination to be executed by its duly authorized officer as of the date first written above.

ARES CAPITAL CORPORATION,
as Agent

By: Michael L. Smith
Name:
Title: **Michael L. Smith**
Authorized Signatory



[Signature Page to Termination and Release of Trademark Security Agreement]

TRADEMARK
REEL: 004617 FRAME: 0591

Schedule A

U.S. Trademark Registrations

TRADEMARK	REGISTRATION NO.	REGISTRATION DATE	OWNER
BUY WHERE TEACHERS BUY	3888200	12/07/2010	Excelligence Learning Corporation
VARIO SEAT	3810251	06/29/2010	Excelligence Learning Corporation
MYRIDER	3866627	10/26/2010	Excelligence Learning Corporation
ECMD	3718580	12/01/2009	Excelligence Learning Corporation
SURESTOP	3718418	12/01/2009	Excelligence Learning Corporation
MY HOMETOWN	3647524	06/30/2009	Excelligence Learning Corporation
CLASSICRIDER	3675708	09/01/2009	Excelligence Learning Corporation
CONVERTO	3738832	01/19/2010	Excelligence Learning Corporation
RUGGEDRIDER	3769889	04/06/2010	Excelligence Learning Corporation
INCREDIBLE FOAM	3491407	08/26/2008	Excelligence Learning Corporation
SOUND SPONGE	3463558	07/08/2008	Excelligence Learning Corporation
	3351369	12/11/2007	Excelligence Learning Corporation
TEACHER QUICKSOURCE	2906713	11/30/2004	Excelligence Learning Corporation
	2876620	08/24/2004	Excelligence Learning Corporation

TRADEMARK	REGISTRATION NO.	REGISTRATION DATE	OWNER
EXCELLIGENCE	2733120	07/01/2003	Excelligence Learning Corporation
LITTLE KIDDIE	3097179	05/30/2006	Achievement Products, Inc.
ACHIEVEMENT PRODUCTS	3092020	05/16/2006	Achievement Products, Inc.
ACHIEVEMENT PRODUCTS	1109254	12/19/1978	Achievement Products, Inc.
BYE-BYE	3721876	12/08/2009	Angeles Corporation
SPACELINE	2950235	05/10/2005	Angeles Corporation
QUIET DIVIDER	2950193	05/10/2005	Angeles Corporation
ANGELES BASIC	2605599	08/06/2002	Angeles Corporation
SILVERRIDER	2423362	01/23/2001	Angeles Corporation
ANGELES	2452519	05/22/2001	Angeles Corporation
BASELINE	2465053	07/03/2001	Angeles Corporation
BASELINE (BASE FURNITURE LINE (and Design))	1897533	06/06/1995	Angeles Corporation
SOF-TEX	1813744	12/28/1993	Angeles Corporation
	1729410	11/03/1992	Angeles Corporation
ANGELS REST	1630880	01/08/1991	Angeles Corporation
BYE BYE BUGGY	1550889	08/08/1989	Angeles Corporation
	1477877	02/23/1988	Angeles Corporation
COLORATIONS	2546548	03/12/2002	Earlychildhood LLC
COLORATIONS	2546549	03/12/2002	Earlychildhood LLC

TRADEMARK	REGISTRATION NO.	REGISTRATION DATE	OWNER
COMPLETING THE CIRCLE BETWEEN TEACHERS AND PARENTS	2555560	04/02/2002	Earlychildhood LLC
BIOPUTTY	2584890	06/25/2002	Earlychildhood LLC
COLORS LIKE ME	2661596	12/17/2002	Earlychildhood LLC
	2455515	05/29/2001	Earlychildhood LLC
THE IMAGINATION PLAYGROUD	2052213	04/15/1997	Earlychildhood LLC
EARLY CHILDHOOD NEWS	1852370	09/06/1994	Earlychildhood LLC
BIOCOLOR	1818908	02/01/1994	Earlychildhood LLC
RAINBOW	1412843	10/14/1986	Earlychildhood LLC
DANDI-LI-ON	1344758	06/25/1985	Earlychildhood LLC
SCHOOL WRAP PAC	2675790	01/21/2003	Educational Products
PROBOARD	2328357	03/14/2000	Educational Products
EPI	2426072	02/06/2001	Educational Products
ECONOBOARD	2424420	01/30/2001	Educational Products
	2426073	02/06/2001	Educational Products
	3351301	12/11/2007	Educational Products
SMARTERKIDS	2471836	07/24/2001	Smarterkids.com, Inc.

U.S. Trademark Applications

TRADEMARK	APPLICATION NO.	APPLICATION DATE	OWNER
CLEERseal	85/318422	05/11/2011	Excelligence Learning Corporation
SAFE-T-SIDE	85/310891	05/03/2011	Excelligence Learning Corporation
DISCOUNT SCHOOL SUPPLY	85/198972	12/15/2010	Excelligence Learning Corporation
PATTERN PIGGIES	85/165498	10/30/2010	Excelligence Learning Corporation
BUDGET BIRCH	77/952251	03/05/2010	Excelligence Learning Corporation
SPORTRIDER	77/765634	06/22/2009	Excelligence Learning Corporation