TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nobel Learning Communities, Inc.		08/10/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of Montreal, as Agent
Street Address:	115 South LaSalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	Chartered Bank: CANADA

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	3872690	BETHESDA COUNTRY DAY SCHOOL
Registration Number:	3590863	CAMELBACK DESERT SCHOOLS
Registration Number:	2480869	CAMP ZONE
Registration Number:	1977395	CHESTERBROOK ACADEMY
Registration Number:	1977394	CHESTERBROOK ACADEMY CA
Registration Number:	3120496	DESTINATION ADVENTURE
Registration Number:	2353645	DISCOVERY ISLE CHILD DEVELOPMENT CENTER
Registration Number:	3590809	ENCHANTED CARE
Registration Number:	3162110	EXTREME ADVENTURES
Registration Number:	3028581	FRED
Registration Number:	3872669	HOUSTON LEARNING ACADEMY
Registration Number:	3160599	KINDERGARTEN KICKOFF
Registration Number:	3860588	LAKE FOREST PARK MONTESSORI
Registration Number:	3501221	123
		TRADEMARK

REEL: 004627 FRAME: 0422

Registration Number:	3002015	MERRYHILL SCHOOL
Registration Number:	3001574	MERRYHILL SCHOOLS
Registration Number:	3860110	MONTESSORI CORNER
Registration Number:	2755801	PALADIN ACADEMY
Registration Number:	3622137	SOUTHERN HIGHLANDS PREPARATORY SCHOOL
Registration Number:	3220962	THE HONOR ROLL SCHOOL
Registration Number:	3524107	THE PERFECT BALANCE OF LEARNING AND PLAY.
Registration Number:	3524109	THE RIGHT APPROACH TO MEET TODAY'S HIGH EXPECTATIONS.
Registration Number:	1859023	THE ROCKING HORSE CHILD CARE CENTER
Registration Number:	3860632	TOUCHSTONE SCHOOL
Registration Number:	3861112	
Registration Number:	3524102	WATCH YOUR CHILD GROW, FLOURISH AND EXCEL
Registration Number:	3918848	BRIGHTON SCHOOL
Serial Number:	77501106	AURORA
Serial Number:	77500784	AURORA LEARNING
Serial Number:	77947575	THE RHOADES SCHOOL
Serial Number:	77956562	EVERGREEN ACADEMY
Serial Number:	85228815	LAUREL SPRINGS
Serial Number:	85228818	THE LEARNING SPRINGS

CORRESPONDENCE DATA

 Fax Number:
 (312)803-5299

 Phone:
 (312) 845-3430

 Email:
 kalwa@chapman.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

via US Mail.

Correspondent Name: Richard Kalwa

Address Line 1: 111 West Monroe Street

Address Line 2: Chapman and Cutler LLP

Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	1961408
NAME OF SUBMITTER:	Richard Kalwa
Signature:	/richard kalwa/
Date:	09/21/2011

Total Attachments: 6

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TRADEMARK COLLATERAL AGREEMENT

This 10th day of August, 2011, NOBEL LEARNING COMMUNITIES, INC., a Delaware corporation (the "Debtor"), with its principal place of business and mailing address at 1615 West Chester Pike, West Chester, Pennsylvania 19382 in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, mortgages and pledges to Bank of Montreal, a Canadian chartered bank, acting through its Chicago branch ("BMO"), with its mailing address at 115 South LaSalle Street, Chicago, Illinois 60603, acting as administrative agent hereunder for the Secured Creditors as defined in the Security Agreement referred to below, and its successors and assigns (BMO acting as such administrative agent and any successor(s) or assign(s) to BMO acting in such capacity being hereinafter referred to as the "Agent"), and grants to the Agent for the benefit of the Secured Creditors a continuing security interest in, the following property:

- (i) Each trademark, trademark registration and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application ("Trademark Collateral"); and
- (ii) All proceeds of the foregoing, including without limitation any claim by a Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration or trademark application, in each case together with the right to sue for and collect said damages;

to secure performance of all Secured Obligations as set out in that certain Amended and Restated Security Agreement dated as of August 10, 2011 by and among Debtor, the other Debtors thereto and Agent (such Security Agreement as the same may be amended, supplemented, restated, or modified from time to time being referred to herein as the "Security Agreement").

Notwithstanding anything herein to the contrary, this Trademark Collateral Agreement shall not operate as a sale, transfer, conveyance or other assignment to Agent of any applications by Debtor for a trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted (such pending applications which are based on intent to use being hereinafter referred to collectively as "Intent-To-Use Applications"), but rather, if and so long as Debtor's Intent-To-Use Application is pending without a Statement of Use having been filed and accepted, then this Trademark Collateral Agreement shall operate only to create a security interest for collateral purposes in favor of Agent on such Intent-To-Use Application as collateral security for the Secured Obligations. When a Statement of Use is filed and accepted by the Trademark Office, then that application shall cease to be partly exempted from this Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set

3045110.01.04.B.doc 1961408 forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

ne George Bernstein e: President and Chief Executive Officer
te first above written.
OF MONTREAL, as Agent
ne:

Signature Page to Trademark Collateral Agreement

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

NOBEL LEARNING COMMUNITIES, INC.

Ву	
Name:	
Title: _	

Accepted and agreed to in Chicago, Illinois as of the date first above written.

BANK OF MONTREAL, as Agent

y January 15th

Title: Vice President

Signature Page to Trademark Collateral Agreement

SCHEDULE A

TO TRADEMARK COLLATERAL AGREEMENT

No. DATE Bethesda Country Day 77/956,555 03/11/10 3,872,690 11/9/10 Registered School Camelback Desert 77/542,178 08/08/08 3,590,863 3/17/09 Registered Schools CAMP ZONE 75/893,694 01/07/00 2,480,869 8/21/01 Registered CHESTERBROOK 74/612,733 12/19/94 1,977,395 5/28/96 Registered ACADEMY Registered 74/612,733 12/19/94 1,977,395 5/28/96 Registered	The constant	APPLICATION	APPLICATION	REGISTRATION	REGISTRATION	Cmimin
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Montessori Corner 77/947,555 03/01/10 3,860,110 10/12/10 Registered PALADIN 76/457,185 10/09/02 2,755,801 8/26/03 Registered		78/439,003	07/30/04	3,001,374	9/2//03	Registereu
PALADIN 76/457,185 10/09/02 2,755,801 8/26/03 Registered		77/947 555	03/01/10	3 860 110	10/12/10	Registered
		· ·				
I I		70/437,103	10/03/02	2,733,601	6/20/03	registered
		77/542 179	08/08/08	3 622 137	5/19/09	Registered
Preparatory School	· ·	111012,117	00,00,00	3,022,137	5,17,07	1051510104
		78/928 060	07/12/06	3 220 962	3/20/07	Registered
SCHOOL SCHOOL		75725,000	07,12,00	3,223,702	5/25/67	10000000

TRADEMARK	APPLICATION No.	APPLICATION DATE	REGISTRATION No.	REGISTRATION DATE	STATUS
THE PERFECT	77/437,023	04/01/08	3,524,107	10/28/08	Registered
BALANCE OF					
LEARNING AND					
PLAY.					
THE RIGHT	77/437,038	04/01/08	3,524,109	10/28/08	Registered
APPROACH TO					
MEET TODAY'S					
HIGH					
EXPECTATIONS					
THE ROCKING	74/450,413	10/25/93	1,859,023	10/18/94	Registered
HORSE CHILD CARE					
CENTER & DESIGN					
Touchstone School	77/953,978	3/09/10	3,860,632	10/12/10	Registered
Tree Logo (Used	85/026,387	4/29/10	3,861,112	10/12/10	Registered
w/Brighton, Evergreen					
& Touchstone)					
WATCH YOUR	77/436,949	4/01/08	3,524,102	10/28/08	Registered
CHILD GROW,					
FLOURISH AND					
EXCEL					
Aurora	77/501,106	6/17/08	N/A	N/A	Revived
Aurora Learning	77/500,784	6/17/08	N/A	N/A	Revived
Brighton School	77/953,988	3/9/10	3,918,848	2/15/11	Applied
The Rhoades School	77/947,575	3/1/10	N/A	N/A	Suspended
Evergreen Academy &	77/956,562	3/11/10	N/A	N/A	Abandoned
Design					
LAUREL SPRINGS	85/228,815	1/28/2011	N/A	N/A	Pending
THE LEARNING SPRINGS	85/228,818	1/28/2011	N/A	N/A	Pending