

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ePals, Inc.		10/19/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Olympia Transfer Services Inc., as Trustee
Street Address:	120 Adelaide Street West, Suite 920
City:	Toronto
State/Country:	CANADA
Postal Code:	M5H 1T1
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	3472955	EPALS
Registration Number:	3554610	EPALS .COM
Registration Number:	3318922	IN2BOOKS WORKBENCH
Registration Number:	3283333	OPEN BOOKS OPEN MINDS
Registration Number:	3233941	STUDENT PLACE
Registration Number:	2814649	PEN PAL PLACE
Registration Number:	2981637	OPEN BOOKS OPEN MINDS
Registration Number:	2961690	IN2BOOKS A LEARNING COMMUNITY
Registration Number:	2854732	TEACHER PLACE
Registration Number:	3273142	A LEARNING COMMUNITY
Registration Number:	3463117	WHERE LEARNERS CONNECT
Registration Number:	3336021	SCHOOL-SAFE EMAIL
Registration Number:	3018867	EPALS CLASSROOM EXCHANGE
Registration Number:	2809309	IN2BOOKS

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Registration Number:	2828488	IN2BOOKS
Registration Number:	2366336	IN2BOOKS
Registration Number:	2455910	IN2BOOKS
Registration Number:	3775107	BOOKPAL
Registration Number:	3452443	STUDENT PLACE
Registration Number:	3720946	SCHOOLMAIL
Registration Number:	3872254	LEARNINGSPLACE
Registration Number:	3961178	EPALS BOOK SHOP
Registration Number:	4177827	SCHOOLS SAFE
Serial Number:	85201897	A COMMON CORE LEARNING ENVIRONMENT
Serial Number:	85217259	IN2LITERACY
Serial Number:	85331393	COMMON CORE MENTORING
Serial Number:	85513191	POLICY CONNECT
Serial Number:	85710996	EPALS GLOBAL COMMUNITY

CORRESPONDENCE DATA

Fax Number: 2128366337
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2128367319
Email: psomelofske@kayescholer.com
Correspondent Name: Paul J. Somelofske c/o Kaye Scholer LLP
Address Line 1: 425 Park Avenue
Address Line 2: 16-06
Address Line 4: New York, NEW YORK 10022-3598

ATTORNEY DOCKET NUMBER: 09892-0002-05948

DOMESTIC REPRESENTATIVE

Name: Thomas Porrovecchio c/o Kaye Scholer LLP
Address Line 1: 425 Park Avenue
Address Line 4: New York, NEW YORK 10022-3598

NAME OF SUBMITTER: Paul J. Somelofske

Signature: /Paul J. Somelofske/

Date: 10/19/2012

Total Attachments: 5
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TRADEMARK
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TRADEMARK SECURITY AGREEMENT

October 19, 2012

WHEREAS, ePals, Inc., an Delaware corporation (herein referred to as “Grantor”), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the “Trademarks”);

WHEREAS, Grantor is obligated to Olympia Transfer Services Inc., as Trustee (referred to herein as the “Grantee”) and the other Secured Parties as defined in the Guarantee and Collateral Agreement dated as of October 19, 2012 (the “Guarantee and Collateral Agreement”) among Grantor, the other Grantors named therein and the Grantee for the payment and performance of the Obligations (as defined in the Guarantee and Collateral Agreement); and

WHEREAS, pursuant to the Guarantee and Collateral Agreement, Grantor has granted to Grantee a security interest in all right, title and interest of Grantor in and to the Trademarks, together with 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 (the “Collateral”), to secure the payment, performance and observance of the Obligations, as defined in the Guarantee and Collateral Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Grantee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Guarantee and Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.


Grantee’s address is Olympia Transfer Services Inc.
120 Adelaide Street West, Suite 920
Toronto, Ontario M5H 1T1
Attention: Corporate and Shareholder Services
Facsimile No: (416) 364-1827

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IN WITNESS WHEREOF, Grantor has caused this trademark security agreement to be duly executed by its officer thereunto duly authorized as of the date hereof.

EPALS, INC.

By:


Name: Eric R. Holzman
Title: CFO

Signature page to Trademark Security Agreement

TRADEMARK
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SCHEDULE I TO TRADEMARK SECURITY AGREEMENT

<u>Trademark</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
EPALS (US)	7/22/2008	3472955
EPALS.COM (US)	12/30/2008	3554610
IN2BOOKS WORKBENCH (US)	10/23/2007	3318922
OPEN BOOKS OPEN MINDS (US)	8/21/2007	3283333
STUDENT PLACE (stylized) (US)	4/24/2007	3233941
PEN PAL PLACE (US)	2/17/2004	2814649
OPEN BOOKS OPEN MINDS (US)	8/2/2005	2981637
IN2BOOKS A LEARNING COMMUNITY (US)	6/14/2005	2961690
TEACHER PLACE (US)	6/15/2004	2854732
A LEARNING COMMUNITY (US)	8/7/2007	3273142
WHERE LEARNERS CONNECT (US)	7/8/2008	3463117
SCHOOL-SAFE EMAIL (US)	11/13/2007	3336021
EPALS CLASSROOM EXCHANGE (Canada)	12/11/2006	TMA678378
EPALS (Canada)	8/9/2004	TMA616431
EPALS.COM and Design (Canada)	2/14/2005	TMA632733
EPALS CLASSROOM EXCHANGE (US)	11/29/2005	3018867
In2books (US)	1/27/2004	2809309
IN2BOOKS (US)	3/30/2004	2828488
IN2BOOKS (US)	7/11/2000	2366336
IN2BOOKS (US)	5/29/2001	2455910
BOOKPAL (US)	4/13/2010	3775107
EPALS (Australia)	6/21/2007	1183510
EPALS (New Zealand)	12/11/2008	770812
EPALS (United Arab Emirates)		95219
EPALS (Singapore)	6/22/2007	T07/14158E
EPALS (Community Trademark (European Union))	5/29/2008	006029938
EPALS (Kenya)	6/13/2008	61484
IN2BOOKS (Australia)	6/21/2007	1183509
IN2BOOKS (New Zealand)	12/11/2008	770811
IN2BOOKS (United Arab Emirates)	6/8/2009	95216
IN2BOOKS (United Arab Emirates)	6/8/2009	95217
IN2BOOKS (United Arab Emirates)	6/8/2009	95218

IN2BOOKS (Singapore)	6/22/2007	T07/14163A
IN2BOOKS (Singapore)	6/22/2007	T07/14165H
IN2BOOKS (Singapore)	6/22/2007	T07/14167D
IN2BOOKS (Canada)	3/4/2009	TMA735666
IN2BOOKS (Community Trademark (European Union))	5/22/2008	006030084
IN2BOOKS (Kenya)	3/4/2008	61483
STUDENT PLACE (US)	6/24/2008	3452443
LE YI DU (IN2BOOKS in Chinese Characters) (Singapore)	1/16/2008	T0800523E
SCHOOLMAIL (US)	12/8/2009	3720946
LEARNINGSPLACE (US)	11/9/2010	3872254
EPALS BOOK SHOP (US)	5/17/2011	3961178
A COMMON CORE LEARNING ENVIRONMENT (US)	Trademark not issued yet.	Trademark not issued yet. Application number 85/201897
IN2LITERACY (US)	Trademark not issued yet.	Trademark not issued yet. Application number 85/217259
SCHOOLS SAFE (US)	7/24/2012	4177827
COMMON CORE EMENTORING (US)	Trademark not issued yet.	Trademark not issued yet. Application number 85/331393
POLICY CONNECT	Trademark not issued yet.	Trademark not issued yet. Application number 85/513191
LEARNINGSPLACE (China P.R.)	Trademark not issued yet.	Trademark not issued yet. Application number 10450495
LEARNINGSPLACE (China P.R.)	Trademark not issued yet.	Trademark not issued yet. Application number 10450494
IN2BOOKS (China P.R.)	Trademark not issued yet.	Trademark not issued yet. Application number 10450493
IN2BOOKS (China P.R.)	Trademark not issued yet.	Trademark not issued yet. Application number 10450492
IN2BOOKS (China P.R.)	Trademark not issued yet.	Trademark not issued yet. Application number 10450491
EPALS (China P.R.)	Trademark not issued yet.	Trademark not issued yet. Application number 10450490
EPALS (China P.R.)	Trademark not issued yet.	Trademark not issued yet. Application number 10450489
EPALS (in Chinese Characters) (China P.R.)	Trademark not issued yet.	Trademark not issued yet. Application number 10780482
EPALS (in Chinese Characters) (China P.R.)	Trademark not issued yet.	Trademark not issued yet. Application number 10780481
EPALS, INC. (in Chinese Characters)	Trademark not issued yet.	Trademark not issued yet. Application number 10780483
EPALS, INC. (in Chinese Characters)	Trademark not issued yet.	Trademark not issued yet. Application number 10780480
SCHOOLS SAFE (China P.R.)	Trademark not issued yet.	Trademark not issued yet.

		Application number 11063551
POLICY CONNECT (Community Trademark (European Union))	Trademark not issued yet.	Trademark not issued yet. Application number 011027422
EPALS GLOBAL COMMUNITY (U.S)	Trademark not issued yet.	Trademark not issued yet. Application number 85/710996