

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BrainPOP ESL LLC		08/14/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	FWD Media, Inc.		
Street Address:	71 West 23rd Street		
Internal Address:	17th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85032832	BRAIN POP ESL	
Serial Number:	85033162	WARM UP!	
CORRESPONDENCE DATA			
Fax Number:	2125637108		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(212)244-4111		
Email:	sashab@shiboleth.com		
Correspondent Name:	Alexander Bau, Esq.		
Address Line 1:	Shiboleth LLP, 1 Penn Plaza, Suite 2527		
Address Line 4:	New York, NEW YORK 10119		
NAME OF SUBMITTER:	Danielle Comanducci		
Signature:	/dc/		

OP \$65.00 85032832

Date:

09/19/2013

Total Attachments: 3

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TRADEMARK ASSIGNMENT

This Assignment Agreement ("Assignment") is made effective as of August 14, 2013 between BrainPOP ESL LLC ("Assignor") and FWD Media, Inc. ("Assignee").

WHEREAS, Assignor is the owner of the trademarks and service marks (the "Marks") described in Exhibit A attached hereto.

WHEREAS, Assignor desires to transfer to Assignee all of its right, title, and interest in and to the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor hereby transfers and assigns to Assignee all of Assignor's right, title and interest in and to the Marks and the applications and registrations thereof, together with (1) the goodwill of the business connected with and symbolized by the Marks; (2) all income, royalties and damages hereafter due or payable to Assignor with respect to the Marks, including, without limitation, damages and payments for past or future infringements and misappropriations of the Marks; and (3) all rights to sue for past, present and future infringements or misappropriations of the Marks.

IN WITNESS WHEREOF, the parties have duly executed and delivered this Assignment as of the date first above written.

ASSIGNOR

ASSIGNEE

BrainPOP ESL LLC

FWD Media, Inc.

By: Avraham Kadar
Name:
Title:

By: [Signature]
Name:
Title:

ACKNOWLEDGEMENT

STATE OF NEW YORK)
)
COUNTY OF Queens)

ss:

On the 14 day of August in the year, 2013 before me, the undersigned personally appeared Avraham Kadar, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their/ capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

[Signature]
Notary Public

SHIRI LEVI
NOTARY PUBLIC-STATE OF NEW YORK
No. 02LE6248890
Qualified in Queens County
My Commission Expires September 26, 2015

ACKNOWLEDGEMENT

STATE OF NEW YORK)
)
COUNTY OF Queens) ss:

On the 14 day of August in the year, 2013 before me, the undersigned personally appeared Nigzar Kedar, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their/ capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

SHIRI LEVI

NOTARY PUBLIC-STATE OF NEW YORK

No. 02LE6248890

Qualified In Queens County

My Commission Expires September 26, 2015

Shiri Levi
Notary Public

EXHIBIT A

- **BRAINPOP ESL** (US Serial No. 85032832)
- **WARM UP!** (US Serial No. 85033162)