

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Age of Learning, Inc.		11/06/2013	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	333 S. Hope Street, Suite 1300
<b>Internal Address:</b>	Mail Code: CA9-193-13-01
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90071
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 29**

Property Type	Number	Word Mark
Registration Number:	4408665	MAGIC RAINBOW TRACEABLES
Registration Number:	3979681	SEARCH AND EXPLORE
Registration Number:	4057175	AGE OF LEARNING
Registration Number:	3908072	ABCMOUSE.COM
Registration Number:	3908070	
Registration Number:	3932869	ABCMOUSE.COM
Registration Number:	3874655	BRINGING LEARNING TO LIFE
Registration Number:	3822501	SPOT
Registration Number:	3815113	ABCMOUSE.COM
Registration Number:	3951219	AGE OF LEARNING
Serial Number:	86073142	123 MOUSE
Serial Number:	86071709	AGE OF KNOWLEDGE
Serial Number:	85953775	TAP AND LEARN

OP \$740.00 4408665

Serial Number:	85942424	GRAMMAR KINGDOM
Serial Number:	85918040	GRAMMAR TOWN
Serial Number:	85918026	GRAMMAR CITY
Serial Number:	85893428	WHERE ENLIGHTENING STRIKES
Serial Number:	85792228	TAP AND LEARN
Serial Number:	85792186	BECAUSE EVEN THE SMARTEST KIDS HAVE A LO
Serial Number:	85731997	YOU SEE LEARNING, YOUR CHILD SEES FUN!
Serial Number:	85721126	BRINGING LEARNING TO EVERYDAY LIFE!
Serial Number:	85701052	ABCMOUSE FOR SCHOOLS
Serial Number:	85682877	ABC THEATER
Serial Number:	85650548	ABC MOUSE
Serial Number:	85634834	MAGIC RAINBOW TRACEABLES
Serial Number:	85517342	CLICK AND LEARN
Serial Number:	85066874	DO-RE-MI MOUSE
Serial Number:	85064876	ABCMOUSE.COM
Serial Number:	85064858	

**CORRESPONDENCE DATA**

Fax Number: 9192868199  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 919 286-8000  
Email: PTO\_TMconfirmation@mvalaw.com  
Correspondent Name: Moore & Van Allen PLLC  
Address Line 1: 430 Davis Drive  
Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000-11732
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	11/11/2013

Total Attachments: 4  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 6, 2013 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark license or trademark application.

[Signature Pages Follow]

Very truly yours,

AGE OF LEARNING, INC.,  
a Delaware corporation

By: 

Name: Doug Dohring

Title: President and Secretary

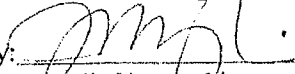
Age of Learning, Inc.  
101 N. Brand Blvd.  
Suite 870  
Glendale, CA 91203

AGE OF LEARNING, INC.  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 005151 FRAME: 0729**

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,  
as Administrative Agent

By:   
Name: Julie Yamauchi  
Title: Senior Vice President

Bank of America, N.A.  
333 S Hope Street, Suite 1300  
CA9-193-13-01  
Los Angeles, CA 90071  
Attention: Frances Fabello  
Assistant Vice President  
Telephone: 213-621-7161  
Telecopier: 704-625-5275  
Email Address: frances.fabello@baml.com

AGE OF LEARNING, INC.  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 005151 FRAME: 0730**

**Schedule 1**

**Age of Learning, Inc.  
(Delaware Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
MAGIC RAINBOW TRACEABLES	4408665	09/24/13
SEARCH AND EXPLORE	3979681	06/14/11
AGE OF LEARNING	4057175	11/15/11
ABCMOUSE.COM and Design	3908072	01/18/11
Design only	3908070	01/18/11
ABCMOUSE.COM	3932869	03/15/11
BRINGING LEARNING TO LIFE	3874655	11/09/10
SPOT	3822501	07/20/10
ABCMOUSE.COM	3815113	07/06/10
AGE OF LEARNING	3951219	04/26/11

**Pending Applications**

<b>Mark</b>	<b>Appl. No.</b>	<b>Filing Date</b>
123 MOUSE	86073142	09/24/13
AGE OF KNOWLEDGE	86071709	09/23/13
TAP AND LEARN	85953775	06/07/13
GRAMMAR KINGDOM	85942424	05/24/13
GRAMMAR TOWN	85918040	04/29/13
GRAMMAR CITY	85918026	04/29/13
WHERE ENLIGHTENING STRIKES	85893428	04/02/13
TAP AND LEARN	85792228	11/30/12
BECAUSE EVEN THE SMARTEST KIDS HAVE A LOT TO LEARN	85792186	11/30/12
YOU SEE LEARNING YOUR CHILD SEES FUN!	85731997	09/18/12
BRINGING LEARNING TO EVERDAY LIFE! and Design	85721126	09/05/12
ABCMOUSE FOR SCHOOLS and Design	85701052	08/10/12
ABC THEATER	85682877	07/20/12
ABC MOUSE	85650548	06/13/12
MAGIC RAINBOW TRACEABLES	85634834	05/24/12
CLICK AND LEARN	85517342	01/16/12
DO-RE-MI MOUSE	85066874	06/18/10
ABCMOUSE.COM and Design	85064876	06/16/10
Design only	85064858	06/16/10

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