

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM304080

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wilmington Trust, National Association (successor by merger to Wilmington Trust FSB)		05/05/2014	Federal Savings Bank: UNITED STATES

RECEIVING PARTY DATA

Name:	Childtime Childcare, Inc.
Street Address:	21333 Haggerty Road
Internal Address:	Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375
Entity Type:	CORPORATION: ILLINOIS
Name:	La Petite Academy, Inc.
Street Address:	21333 Haggerty Road
Internal Address:	Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375
Entity Type:	CORPORATION: DELAWARE
Name:	Learning Care Group, Inc.
Street Address:	21333 Haggerty Road
Internal Address:	Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375
Entity Type:	CORPORATION: MICHIGAN
Name:	The Children's Courtyard, Inc.
Street Address:	21333 Haggerty Road
Internal Address:	Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375

TRADEMARK

Entity Type:	CORPORATION: TEXAS
Name:	Tutor Time Learning Centers, LLC
Street Address:	21333 Haggerty Road
Internal Address:	Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375
Entity Type:	LIMITED LIABILITY COMPANY: MICHIGAN

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Registration Number:	3285107	SAFE N SOUND
Registration Number:	3284165	CHILDTIME LEARNING CENTERS
Registration Number:	3290568	CHILDTIME CONNECTION
Registration Number:	3239078	BODYSMART
Registration Number:	3148759	SELFSMART
Registration Number:	3148745	NATURESMART
Registration Number:	3148739	RHYTHMSMART
Registration Number:	3334558	PEOPLES MART
Registration Number:	3148725	NUMBERSMART
Registration Number:	3148713	DESIGNSMART
Registration Number:	3113575	LEARNING CARE GROUP
Registration Number:	3212072	LEARNING CARE GROUP
Registration Number:	3245790	CREATING CHARACTER
Registration Number:	3144663	VIP REFERRAL REWARDS
Registration Number:	3150570	LEARNING. EVERY STEP OF THE WAY.
Registration Number:	3170654	JOURNEY
Registration Number:	3102759	JOURNEY PRESCHOOL
Registration Number:	2999880	TUTOR TIME ADVENTURE CLUB
Registration Number:	2631040	MONTESSORI UNLIMITED
Registration Number:	2673903	TUTOR TIME CENTER FOR ACADEMIC ENRICHMEN
Registration Number:	2500116	TUTOR TIME
Registration Number:	2490562	TUTOR TOWNE
Registration Number:	2512152	LA PETITE ACADEMY
Registration Number:	2308180	"POOKIE"
Registration Number:	1911851	THE CHILDREN'S COURTYARD
Registration Number:	1844815	TUTOR TIME
Registration Number:	1717005	LA PETITE JOURNEY
Registration Number:	1806522	CHILDTIME
Registration Number:	1651762	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1621658	A GOOD BEGINNING THAT LASTS A LIFETIME
Registration Number:	1617106	LA PETITE ACADEMY THE PARENT'S PARTNER P
Registration Number:	1307458	LA PETITE ACADEMY
Serial Number:	77824394	EVERY CHILD DESERVES A BRILLIANT BEGINNI
Serial Number:	77824459	BRILLIANT BEGINNINGS

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: 212-836-7319

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:	36685-0003-05948
NAME OF SUBMITTER:	Paul J. Somelofske
SIGNATURE:	/Paul J. Somelofske/
DATE SIGNED:	05/09/2014

Total Attachments: 9

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**TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS**

TERMINATION AND RELEASE, dated as of May 5, 2014, from Wilmington Trust, National Association (successor by merger to Wilmington Trust FSB), as collateral trustee (the "Collateral Trustee") for the Secured Parties (as defined in the Amended and Restated Collateral Agreement referred to below), to Learning Care Group (US) Inc., Learning Care Group (US) No. 2 Inc., Learning Care Group, Inc., La Petite Holdings, Inc., La Petite Academy, Inc., Childtime Childcare, Inc., The Children's Courtyard, Inc., Tutor Time Learning Centers, LLC, and W.O.S., Inc., (each, a "Grantor"). Capitalized terms used herein without definition are used as defined in the Amended and Restated Collateral Agreement, dated as of April 27, 2010, among the Learning Care Group, Inc., the Collateral Trustee, and the other parties thereto (as amended, supplemented or otherwise modified from time to time, the "Amended and Restated Collateral Agreement") and the Amended and Restated Trademark Security Agreement, dated as of April 27, 2010, among the Grantors and the Collateral Trustee (the "Trademark Security Agreement").

WITNESSETH:

WHEREAS, pursuant to the Assignment and Assumption Agreement, dated as of April 27, 2010 (the "Assignment and Assumption Agreement"), among the Collateral Trustee and Barclays Bank PLC ("Barclays"), Barclays, as collateral agent under the Guarantee and Collateral Agreement, dated as of June 25, 2008, among Learning Care Group (US) No. 2 Inc., Barclays and the other parties thereto (the "Original Collateral Agreement"), assigned its security interests in the Trademark Collateral (as defined in the Original Trademark Security Agreement, as defined below), including, without limitation, those items set forth on Schedule I hereto (collectively, the "Original Trademark Interests") to the Collateral Trustee under the Trademark Security Agreement, dated June 25, 2008 (the "Original Trademark Security Agreement"), recorded in the United States Patent and Trademark Office at Reel 3822, Frame 0310;

WHEREAS, the Assignment and Assumption Agreement was recorded in the United States Patent and Trademark Office at Reel 4195, Frame 0909;

WHEREAS, the Collateral Trustee now desires to terminate and release the entirety of its security interests in and to the Trademark Collateral;

WHEREAS, pursuant to the Amended and Restated Collateral Agreement and the Trademark Security Agreement, a security interest against the Priority Lien Trademark Collateral (as defined in the Trademark Security Agreement), including, without limitation, those items set forth on Schedule II hereto (collectively, the "Priority Lien

Trademark Interests”), was granted by the Grantors to the Collateral Trustee in favor of the Secured Parties;

WHEREAS, the Trademark Security Agreement was recorded in the United States Patent and Trademark Office at Reel 4196, Frame 0672; and

WHEREAS, the Collateral Trustee now desires to terminate and release the entirety of its security interests in and to the Priority Lien Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Collateral Trustee hereby states as follows:

1. Release of Security Interest: The Collateral Trustee hereby (i) terminates the Assignment and Assumption Agreement and the Original Trademark Interests; (ii) releases and discharges any and all security interests it has against the Trademark Collateral; (iii) terminates the Trademark Security Agreement and the Priority Lien Trademark Interests; and (iv) releases and discharges any and all security interests it has against the Priority Lien Trademark Collateral.


2. Further Assurances: The Collateral Trustee shall execute and deliver to the Grantors all further releases and other documents (including without limitation Uniform Commercial Code termination statements), and take all other actions necessary or reasonably desirable for the release of such security interests against the Priority Lien Trademark Collateral.

* * *

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IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

Wilmington Trust, National Association,
as Collateral Trustee

By: 

Name: ERIN TKACHENKO
Title: VICE PRESIDENT







[Wilmington Trademark Release]



TRADEMARK
REEL: 005277 FRAME: 0108

SCHEDULE I

Trademarks

Mark	Country / State	Owner	Appl No / Filing Date	Reg. No. / Reg. Date
SAFE N SOUND	US	Tutor Time Learning Centers, LLC	77/048043 20-NOV-2005	3285107 28-AUG-2007
	US	Childtime Childcare, Inc.	76/657477 27-MAR-2006	3284165 28-AUG-2007
CHILDTIME CONNECTION	US	Childtime Childcare, Inc.	76/623297 24-FEB-2006	3290568 11-SEP-2007
BODYSMART	US	Tutor Time Learning Centers, LLC	78/752552 11-NOV-2005	3239076 08-MAY-2007
SELFSMART	US	Tutor Time Learning Centers, LLC	78/752554 11-NOV-2005	3148759 26-SEP-2006
NATURESMART	US	Tutor Time Learning Centers, LLC	78/750552 09-NOV-2005	3148745 26-SEP-2006
RHYTHMSMART	US	Tutor Time Learning Centers, LLC	78/749813 08-NOV-2005	3148739 26-SEP-2006
PEOPLESMART	US	Tutor Time Learning Centers, LLC	78/748199 07-NOV-2005	3334556 13-NOV-2007
NUMBERSMART	US	Tutor Time Learning Centers, LLC	78/748740 07-NOV-2005	3148725 26-SEP-2006
DESIGNSMART	US	Tutor Time Learning Centers, LLC	78/747798 04-NOV-2005	3148713 26-SEP-2006
LEARNING CARE GROUP	US	Learning Care Group	76/643898 29-JUL-2005	3113575 11-JUL-2006
	US	Learning Care Group	76/643899 29-JUL-2005	3212072 27-FEB-2007
CREATING CHARACTER	US	Learning Care Group	76/638097 06-MAY-2005	3245790 29-MAY-2007
VIP REFERRAL REWARDS	US	La Petite Academy, Inc.	78/604479 08-APR-2006	3144663 19-SEP-2006
LEARNING. EVERY STEP OF THE WAY.	US	La Petite Academy, Inc.	78/567566 15-FEB-2005	3150570 03-OCT-2006
JOURNEY	US	La Petite Academy, Inc.	78/567767 15-FEB-2005	3170654 14-NOV-2006






Mark	Country / State	Owner	Appl. No. Filing Date	Reg. No. Reg. Date
	US	La Petite Academy, Inc.	76/624900 16-DEC-2004	3102759 13-JUN-2006
TUTOR TIME ADVENTURE CLUB	US	Tutor Time Learning Centers LLC	76/574731 02-FEB-2004	2999880 27-SEP-2005
	US	La Petite Academy, Inc.	76/262278 07-JUL-2001	2631040 06-OCT-2002
TUTOR TIME CENTER FOR ACADEMIC ENRICHMENT	US	Tutor Time Learning Centers, LLC	76/174446 01-DEC-2000	2673903 14-JAN-2003
TUTOR TIME	US	Tutor Time Learning Centers, LLC	76/112799 21-AUG-2000	2500116 23-OCT-2001
TUTOR TOWNE	US	Tutor Time Learning Centers, LLC	76/113012 21-AUG-2000	2490562 18-SEP-2001
	US	La Petite Academy, Inc.	76/064042 08-JUL-2000	2512152 27-NOV-2001
	US	Tutor Time Learning Centers, LLC	75/208475 05-DEC-1996	2308180 19-JAN-2000
	US	The Children's Courtyard, LP	74/462213 23-NOV-1993	1911851 15-AUG-1995
TUTOR TIME	US	Tutor Time Learning Centers, LLC	74/427573 23-AUG-1993	1844815 12-JUL-1994
LA PETITE JOURNEY	US	La Petite Academy, Inc.	74/143140 26-FEB-1991	1717005 15-SEP-1992
CHILDTIME	US	Childtime Childcare, Inc.	74/134685 30-JAN-1991	1806522 23-NOV-1993
	US	La Petite Academy, Inc.	74/044539 02-APR-1990	1651762 23-JUL-1991


Mark	Country / State	Owner	Appl. No. / Filing Date	Reg. No. / Reg. Date
A GOOD BEGINNING THAT LASTS A LIFETIME	US	Childtime Childcare, Inc.	74/000832 16-NOV-1989	1621658 06-NOV-1990
	US	La Petite Academy, Inc.	73/811830 10-JUL-1989	1817106 09-OCT-1990
LA PETITE ACADEMY	US	La Petite Academy, Inc.	73/346067 18-JAN-1982	1307458 27-NOV-1984
	New York	Tutor Time Child Care/Learning Centers		S19925 14-FEB-2007
TUTOR TIME CHILD CARE/LEARNING CENTERS	Massachusetts	Tutor Time Learning Centers, LLC		68083 08-FEB-2007
CHILDTIME LEARNING CENTERS	Wisconsin	Childtime Childcare, Inc.		17-JAN-2007
LA PETITE ACADEMY GET WELL CENTER SPECIAL CARE FOR UNDER THE WEATHER KIDS	Georgia	La Petite Academy, Inc.		S9444 09-AUG-1989
LA PETITE ACADEMY	Wisconsin	Robert C. Surridge dba La Petite Academy, Inc.		01-MAR-1989

SCHEDULE II

TRADEMARKS:

Mark	Country/ State	Owner	Appl. No. Filing Date	Reg. No. Reg. Date
EVERY CHILD DESERVES A BRILLIANT BEGINNING	US	Learning Care Group, Inc.	77/824394 11-SEP-2009	N/A
	US	Learning Care Group, Inc.	77/824459 11-SEP-2009	N/A
SAFE N SOUND	US	Tutor Time Learning Centers, LLC	77/648643 20-NOV-2006	3285107 28-AUG-2007
	US	Childtime Childcare, Inc.	76/657477 27-MAR-2006	3284165 28-AUG-2007
CHILDTIME CONNECTION	US	Childtime Childcare, Inc.	78/823297 24-FEB-2005	3290568 11-SEP-2007
BODYSMART	US	Tutor Time Learning Centers, LLC	78/752552 11-NOV-2005	3239078 08-MAY-2007
SELFSMART	US	Tutor Time Learning Centers, LLC	78/752554 11-NOV-2005	3148759 26-SEP-2006
NATURESMART	US	Tutor Time Learning Centers, LLC	78/750552 09-NOV-2005	3148745 26-SEP-2006
RHYTHMSMART	US	Tutor Time Learning Centers, LLC	78/746813 08-NOV-2005	3148739 26-SEP-2006
PEOPLESMART	US	Tutor Time Learning Centers, LLC	78/746199 07-NOV-2005	3334558 13-NOV-2007
NUMBERSMART	US	Tutor Time Learning Centers, LLC	78/748740 07-NOV-2005	3148726 26-SEP-2006
DESIGNSMART	US	Tutor Time Learning Centers, LLC	78/747798 04-NOV-2005	3148713 26-SEP-2006
LEARNING CARE GROUP	US	Learning Care Group	76/543898 29-JUL-2005	3113575 11-JUL-2006
	US	Learning Care Group	76/643899 29-JUL-2005	3212072 27-FEB-2007
CREATING CHARACTER	US	Learning Care Group	76/638097 06-MAY-2005	3245790 29-MAY-2007

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VIP REFERRAL REWARDS	US	La Petite Academy, Inc.	78/804479 08-APR-2005	3144863 19-SEP-2006
LEARNING EVERY STEP OF THE WAY.	US	La Petite Academy, Inc.	78/567566 15-FEB-2005	3150570 03-OCT-2006
JOURNEY	US	La Petite Academy, Inc.	78/587767 15-FEB-2005	3170654 14-NOV-2006
	US	La Petite Academy, Inc.	76/824800 18-DEC-2004	3102759 13-JUN-2006
TUTOR TIME ADVENTURE CLUB	US	Tutor Time Learning Centers LLC	76/574731 02-FEB-2004	2999880 27-SEP-2005
	US	La Petite Academy, Inc.	76/282278 07-JUL-2001	2831040 08-OCT-2002
TUTOR TIME CENTER FOR ACADEMIC ENRICHMENT	US	Tutor Time Learning Centers, LLC	76/174446 01-DEC-2000	2673903 14-JAN-2003
TUTOR TIME	US	Tutor Time Learning Centers, LLC	76/112799 21-AUG-2000	2500116 23-OCT-2001
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	US	La Petite Academy, Inc.	76/084542 06-JUL-2000	2512152 27-NOV-2001
	US	Tutor Time Learning Centers, LLC	75/208475 05-DEC-1996	2308180 18-JAN-2000
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LA PETITE JOURNEY	US	La Petite Academy, Inc.	74/143140 28-FEB-1991	1717005 15-SEP-1992
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	US	La Petite Academy, Inc.	73/811830 10-JUL-1989	1617106 09-OCT-1990
LA PETITE ACADEMY	US	La Petite Academy, Inc.	73/346067 18-JAN-1992	1307458 27-NOV-1994
	New York	Tutor Time Child Care/Learning Centers	N/A	S19925 14-FEB-2007
TUTOR TIME CHILD CARE/LEARNING CENTERS	Massachu- setts	Tutor Time Learning Centers, LLC	N/A	68053 08-FEB-2007
CHILDTIME LEARNING CENTERS	Wisconsin	Childtime Childcare, Inc.	N/A	17-JAN-2007
LA PETITE ACADEMY GET WELL CENTER SPECIAL CARE FOR UNDER THE WEATHER KIDS	Georgia	La Petite Academy, Inc.	N/A	S9444 09-AUG-1999
LA PETITE ACADEMY	Wisconsin	Robert C. Surridge dba La Petite Academy, Inc.	N/A	01-MAR-1989