

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM305667

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BRIGHTSIDE ACADEMY, INC.		05/07/2014	CORPORATION: PENNSYLVANIA
BRIGHTSIDE ACADEMY HOLDINGS, INC.		05/07/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CITIZENS BANK OF PENNSYLVANIA		
<b>Street Address:</b>	71 S Wacker Drive		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	BANKING ORGANIZATION: PENNSYLVANIA		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4268696		
<b>Serial Number:</b>	85131071	CREATING THE PATH TO A BRIGHTER FUTURE;	
<b>Registration Number:</b>	3163763	BRIGHTSIDE ACADEMY EARLY CARE & EDUCATIO	
<b>Registration Number:</b>	3163764	BRIGHTSIDE ACADEMY EARLY CARE & EDUCATIO	
<b>Registration Number:</b>	4341055	BRIGHTSIDE ACADEMY EARLY EDUCATION AND C	
<b>Registration Number:</b>	4341053	EARLY EDUCATION AND CHILD CARE BRIGHTSID	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2155648120		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	215-564-8602		
<b>Email:</b>	Svictor@stradley.com		
<b>Correspondent Name:</b>	Sheila Victor forChristine McDevitt,Esq.		
<b>Address Line 1:</b>	Stradley Ronon Stevens & Young, LLP		
<b>Address Line 2:</b>	2005 Market Street, Suite 2600		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103		
<b>ATTORNEY DOCKET NUMBER:</b>	184880-0133		
<b>NAME OF SUBMITTER:</b>	Sheila Victor		

CH \$165.00 4268696

TRADEMARK

<b>SIGNATURE:</b>	/Sheila Victor/
<b>DATE SIGNED:</b>	05/27/2014
<b>Total Attachments: 5</b> source=Brightside-Citizens-Ack-of-SI-in-Trademarks-May-7-2014#page1.tif source=Brightside-Citizens-Ack-of-SI-in-Trademarks-May-7-2014#page2.tif source=Brightside-Citizens-Ack-of-SI-in-Trademarks-May-7-2014#page3.tif source=Brightside-Citizens-Ack-of-SI-in-Trademarks-May-7-2014#page4.tif source=Brightside-Citizens-Ack-of-SI-in-Trademarks-May-7-2014#page5.tif	

**ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS**

May 7, 2014

WHEREAS, **BRIGHTSIDE ACADEMY, INC.**, a Pennsylvania corporation, and **BRIGHTSIDE ACADEMY HOLDINGS, INC.**, a Delaware corporation (each, a “Grantor” and collectively, the “Grantors”), each has adopted, used and is using, and holds all right, title and interest in and to, the trademarks listed on the annexed Schedule I, which trademarks are registered or applied for in the United States Patent and Trademark Office (the “Trademarks”);

WHEREAS, the Grantors have entered into a Security Agreement dated June 30, 2010, and a Patent, Trademark and Copyright Security Agreement dated June 30, 2010 (each as amended by that certain Joinder to Security Agreement and Patent, Trademark and Copyright Security Agreement dated September 28, 2010, and as each may be amended, restated, modified and/or supplemented from time to time, collectively, the “Security Agreements”), in favor of Citizens Bank of Pennsylvania (“Bank”);

WHEREAS, pursuant to the Security Agreements, the Grantors have granted to Bank a continuing security interest in all right, title and interest of the Grantors in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the “Collateral”), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreements);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors do hereby acknowledge, ratify, confirm and reaffirm its grant, and do hereby grant, to Bank a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

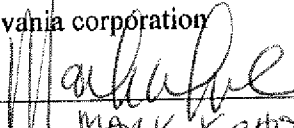
The Grantors do hereby further acknowledge and affirm that the rights and remedies of Bank with respect to the Collateral are more fully set forth in the Security Agreements, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. The parties hereto do hereby acknowledge and agree that nothing contained in this Acknowledgement of Security Interests in Trademarks, nor any actions taken pursuant to the terms hereof, are intended to constitute a novation or release of the Security Agreements.

**[Remainder of Page Intentionally Left Blank; Signature Page Follows]**

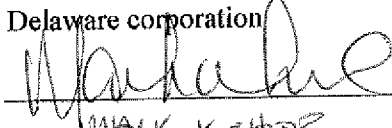
IN WITNESS WHEREOF, and intending to be legally bound hereby, each Grantor has caused this Acknowledgment of Security Interest in Trademarks to be duly executed by its officer thereunto duly authorized as of the date first written above.

**GRANTORS:**

**BRIGHTSIDE ACADEMY, INC.,** a  
Pennsylvania corporation


By:   
Name: MARK KETTORE  
Title: PRESIDENT/CEO

**BRIGHTSIDE ACADEMY HOLDINGS,**  
INC., a Delaware corporation

By:   
Name: MARK KETTORE  
Title: PRESIDENT/CEO

**ACKNOWLEDGED AND AGREED:**

**CITIZENS BANK OF PENNSYLVANIA**

By:   
Name: Josh Bradley  
Title: Vice President

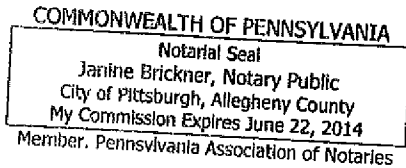
COMMONWEALTH OF PENNSYLVANIA :

SS.

COUNTY OF Allegheny :

On this, the 7<sup>th</sup> day of May, 2014 before me, a Notary Public, personally appeared Mark Kenoe, who acknowledged himself/herself to be PRESIDENT/CEO of **BRIGHTSIDE ACADEMY, INC.**, a Pennsylvania corporation, and that s/he as such PRESIDENT/CEO, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the company by himself/herself as PRESIDENT/CEO.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



[Signature]  
Notary Public  
My commission expires: 6/22/14

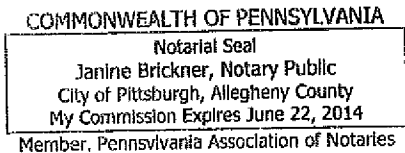
COMMONWEALTH OF PENNSYLVANIA :

SS.

COUNTY OF Allegheny :

On this, the 7<sup>th</sup> day of May, 2014 before me, a Notary Public, personally appeared Mark Kenoe, who acknowledged himself/herself to be PRESIDENT/CEO of **BRIGHTSIDE ACADEMY HOLDINGS, INC.**, a Delaware corporation, and that s/he as such PRESIDENT/CEO, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the company by himself/herself as PRESIDENT/CEO.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



[Signature]  
Notary Public  
My commission expires: 6/22/14

7<sup>th</sup> OF May, 2014 :

SS.

COUNTY OF Cook :

On this, the 7<sup>th</sup> day of May, 2014 before me, a Notary Public, personally appeared Josh Bayley, who acknowledged himself/herself to be Vice President of **CITIZENS BANK OF PENNSYLVANIA**, and that s/he as such Vice President being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the company by himself/herself as Vice President

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Adoree Kinard




Notary Public

My commission expires:



**SCHEDULE 1**

**TO ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS**

Mark	Ser. No./Reg. No. Status/Date	Current Owner
	Ser. No. 85/131050 Reg. No. 4268696  Registered-1/01/2013	Brightside Academy Holdings, Inc. CORPORATION DELAWARE 1105 N. Market Street Suite 1300 Wilmington DELAWARE 19801
CREATING THE PATH TO A BRIGHTER FUTURE; ONE CHILD, ONE FAMILY, ONE COMMUNITY AT A TIME	Ser. No. 85/131071  ABANDONED-12/17/2012	
BRIGHTSIDE ACADEMY EARLY CARE & EDUCATION	Ser. No. 78/530002 Reg. No. 3163763  Registered-10/24/2006	Brightside Academy Holdings, Inc. CORPORATION DELAWARE 1105 N. Market Street Suite 1300 Wilmington DELAWARE 19801
	Ser. No. 78/530039 Reg. No. 3163764  Registered-10/24/2006	Brightside Academy Holdings, Inc. CORPORATION DELAWARE 1105 N. Market Street Suite 1300 Wilmington DELAWARE 19801
BRIGHTSIDE ACADEMY EARLY EDUCATION AND CHILD CARE	Ser. No. 85/593502 Reg. No. 4341055  Registered-5/28/2013	Brightside Academy Holdings, Inc. CORPORATION DELAWARE 1105 N. Market Street Suite 1300 Wilmington DELAWARE 19801
	Ser. No. 85/593468 Reg. No. 4341053  Registered-5/28/2013	Brightside Academy Holdings, Inc. CORPORATION DELAWARE 1105 N. Market Street Suite 1300 Wilmington DELAWARE 19801