

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM373069

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Next Generation Children's Centers, Inc.		02/12/2016	CORPORATION: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	Cadence Education, Inc.		
Street Address:	8767 E. Via de Ventura		
Internal Address:	Suite 200		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85258		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85534646	NEXT GENERATION CHILDREN'S CENTERS	
Serial Number:	85534564	NGCC	
CORRESPONDENCE DATA			
Fax Number:	6175747658		
<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>			
Phone:	6175743518		
Email:	smordas@goulstonstorrs.com		
Correspondent Name:	Stacey A. Mordas		
Address Line 1:	400 Atlantic Avenue		
Address Line 4:	Boston, MASSACHUSETTS 02110		
NAME OF SUBMITTER:	Stacey A Mordas		
SIGNATURE:	/s/ Stacey A Mordas		
DATE SIGNED:	02/12/2016		
Total Attachments: 3			
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TRADEMARK ASSIGNMENT

February 12, 2016

WHEREAS, Next Generation Children's Centers, Inc., a Massachusetts corporation (the "Assignor"), is the owner of record of the trademarks identified in Schedule 1 attached hereto (the "Marks"), which are the subject of the United States and/or Massachusetts trademark registrations, as applicable, listed in such Schedule 1; and

WHEREAS, in connection with the Asset Purchase Agreement, dated as of January 6, 2016, by and among by and among Assignor, the other Sellers defined therein, and Cadence Education, Inc., a Delaware corporation (the "Assignee"), Assignor desires to transfer the Marks together with the associated goodwill to Assignee, and Assignee desires to acquire such Marks from Assignor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns unto Assignee all of Assignor's rights, title and interest in and to the Marks, together with (a) the good will of the business symbolized by and associated with the Marks, (b) all applications for registration, registrations, renewals and statements of use thereof, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Marks or the registration thereof or such associated good will.

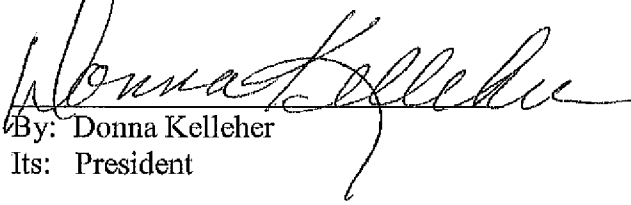
Assignor agrees to execute and deliver at Assignee's reasonable request all papers, instruments, and assignments, and to perform any other acts Assignee may reasonably require, in order to vest in Assignee all of Assignor's rights, title, and interest in and to the Marks and/or to provide evidence to support any of the foregoing in the event such evidence is reasonably deemed necessary by Assignee, to the extent such evidence is in the possession or control of Assignor.

This Trademark Assignment (the "Assignment") may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. A facsimile or emailed copy of this Assignment signed by the parties may be treated as an original for all purposes.

Signature Page Follows

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed as of the date first written above.

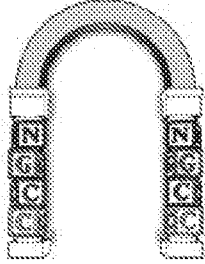
Next Generation Children's Centers, Inc.



By: Donna Kelleher
Its: President

Schedule 1

▪ **Registered USPTO Federal Trademarks**

	Serial Number	Reg. Number	Mark	Registration Date
1	85534646	4423820	NEXT GENERATION CHILDREN'S CENTERS	October 29, 2013
2	85534564	4224804		October 16, 2012

▪ **Registered Massachusetts Trademarks**

	Reg. Number	Mark	Issue Date
1	79582 (renewal of numbers 71678 and 57837)	Next Generation Children's Centers A <i>Leader in Early Childhood Education & Design</i>	August 14, 2014