

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM406854

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VKidz Holdings Inc.		11/23/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Webster Bank, National Association		
Street Address:	100 Franklin Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4171712	VOCABULARY SPELLINGCITY.COM	
Registration Number:	4175407	TIME4WRITING	
Registration Number:	4171713	TIME 4 LEARNING	
Registration Number:	4435684	SCIENCE4US.COM	
CORRESPONDENCE DATA			
Fax Number:			
<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:	212-238-3214		
Email:	SELWIN@EMMETMARVIN.COM		
Correspondent Name:	Sharon Elwin		
Address Line 1:	120 Broadway, 32nd Floor		
Address Line 2:	Emmet Marvin & Martin, LLP		
Address Line 4:	New York, NEW YORK 10271		
ATTORNEY DOCKET NUMBER:	F166835 for 6275.390		
NAME OF SUBMITTER:	Sharon Elwin		
SIGNATURE:	/Sharon Elwin/		
DATE SIGNED:	11/29/2016		
Total Attachments: 4			

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GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **VKIDZ HOLDINGS INC.**, a Delaware corporation (the "**Grantor**"), and **WEBSTER BANK, NATIONAL ASSOCIATION** (the "**Administrative Agent**") are parties to a Security Agreement, dated as of November 23, 2016 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**"). All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

Pursuant to the Security Agreement, the Grantor has granted to the Administrative Agent a security interest in and to the Collateral, including, without limitation, certain of its intellectual property.

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further grant to the Administrative Agent a security interest in and to the following property of the Grantor, now owned or hereafter acquired by the Grantor (collectively, the "**Trademark Collateral**"):


- (a) trademarks and registrations thereof, including the trademarks listed on Schedule 1 attached hereto (collectively, the "**Trademarks**");
- (b) the goodwill of the business symbolized by the Trademarks; and
- (c) all proceeds thereof, including, without limitation, from any and all causes of action which may exist by reason of infringement thereof.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is: 100 Franklin Street, Boston, Massachusetts 02110.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest (Trademarks) to be duly executed by its duly authorized officer as of November 23, 2016.

VKIDZ HOLDINGS INC.

By: 
Name: John Edelson
Title: Chief Executive Officer and President

IN WITNESS WHEREOF, the parties hereto have duly executed this Security Agreement as of the day and year first above written.

VKIDZ HOLDINGS INC.

By: _____
Name: John Edelson
Title: Chief Executive Officer and President

**WEBSTER BANK, NATIONAL
ASSOCIATION,
AS ADMINISTRATIVE AGENT**

By: Barbara Flight
Name: Barbara Flight
Title: Senior Vice President

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of November 23, 2016

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
VOCABULARY SPELLINGCITY.COM	4,171,712	July 10, 2012
TIME4WRITING	4,175,407	July 17, 2012
TIME 4 LEARNING	4,171,713	July 10, 2012
SCIENCE4US.COM	4,435,684	November 19, 2013