

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM496493

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SCHOOLKIDZ.COM, LLC		10/30/2018	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MBMJ CAPITAL, LLC		
<b>Street Address:</b>	15303 Ventura Boulevard, Suite 1000		
<b>City:</b>	Sherman Oaks		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	91403		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77205138	SCHOOLKIDZ	
<b>Serial Number:</b>	76156117	KITS FOR KIDZ	
<b>Serial Number:</b>	75978891	TEACHER'SBEST	
<b>Serial Number:</b>	75905754	SCHOOLKIDZ.COM	
<b>Serial Number:</b>	75905753	KINDERGARTEN WELCOME MAT	
<b>Serial Number:</b>	75905752	GRADEREADY	
<b>Serial Number:</b>	75393254	TEACHER TAILORED	
<b>Serial Number:</b>	75220586	HELPING YOU MAKE THE GRADE!	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>	2138915476		
<b>Email:</b>	agomez@buchalter.com		
<b>Correspondent Name:</b>	Angie Gomez		
<b>Address Line 1:</b>	1000 Wilshire Boulevard, Suite 1500		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90017		
<b>NAME OF SUBMITTER:</b>	Angie Gomez		
<b>SIGNATURE:</b>	/Angie Gomez/		

CH \$215.00 77205138

<b>DATE SIGNED:</b>	11/01/2018
<b>Total Attachments: 3</b> source=Memorandum and Notice of Security Interest in Intellectual Property#page1.tif source=Memorandum and Notice of Security Interest in Intellectual Property#page2.tif source=Memorandum and Notice of Security Interest in Intellectual Property#page3.tif	

**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

**October 30, 2018**

**SCHOOLKIDZ.COM, LLC**, a Delaware limited liability company, whose address is 900 S. Frontage Road, Suite 200, Woodbridge, Illinois 60517 (“Debtor”) hereby acknowledges that it has granted to **MBMJ CAPITAL, LLC**, a Delaware limited liability company doing business as Continental Business Credit, whose address is 15303 Ventura Boulevard, Suite 1000, Sherman Oaks, California 91403 (the “Secured Party”), a security interest in and to all of the Debtor’s right, title and interest in and to; the trademark and trademark registration therefor that are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the “Trademarks”), together with the goodwill and assets of the business.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of even date herewith (the “Agreement”), among Debtor, as borrower, and Secured Party, as lender. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the Trademarks.

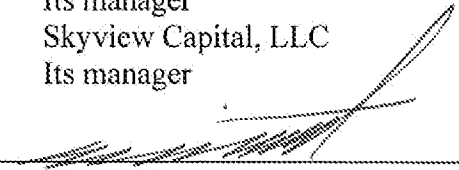
[Signature page to follow.]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

**SCHOOLKIDZ.COM, LLC**

By: Skyview Capital Group Management, LLC  
Its manager

By: Skyview Capital, LLC  
Its manager

By:   
Name: Alex Soltani  
Title: Manager

Signature Page to Memorandum and Notice of Security Interest  
In Intellectual Property

**TRADEMARK**  
**REEL: 006473 FRAME: 0726**

**EXHIBIT A**

**TRADEMARKS**

<b>Owner</b>	<b>Trademark Title</b>	<b>Serial No./ Registration. No.</b>	<b>File Date/ Date Registered</b>
SCHOOLKIDZ.COM, LLC	SCHOOLKIDZ	77205138/ 3585268	6/13/07 3/10/09
SCHOOLKIDZ.COM, LLC	KITS FOR KIDZ	76156117/ 2500309	10/30/00 10/23/01
SCHOOLKIDZ.COM, LLC	TEACHER'SBEST	75978891/ 2339302	10/31/97 4/4/00
SCHOOLKIDZ.COM, LLC	SCHOOLKIDZ.COM	75905754/ 2545360	1/28/00 3/5/02
SCHOOLKIDZ.COM, LLC	KINDERGARTEN WELCOME MAT	75905753/ 2724741	1/28/00 6/10/03
SCHOOLKIDZ.COM, LLC	GRADEREADY	75905752/ 2548175	1/28/00 3/12/02
SCHOOLKIDZ.COM, LLC	TEACHER TAILORED	75393254/ 2235790	11/20/97 3/30/99
SCHOOLKIDZ.COM, LLC	HELPING YOU MAKE THE GRADE!	75220586/ 2188851	1/2/97 9/15/98