

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM592640

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ALL ABOUT LEARNING INC.		08/03/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	SPELL CAPITAL MEZZANINE PARTNERS SBIC II, LP		
Street Address:	222 SOUTH NINTH STREET		
Internal Address:	SUITE 2800		
City:	MINNEAPOLIS		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4727527	ALL ABOUT	
Registration Number:	3975325	ALL ABOUT	
Registration Number:	4575097	ALL ABOUT	
Registration Number:	6007144	ALL ABOUT	
Registration Number:	3834104		
Registration Number:	3865921	ALL ABOUT	
CORRESPONDENCE DATA			
Fax Number:	6129778650		
<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:	6129778287		
Email:	enewby@taftlaw.com		
Correspondent Name:	Emma Newby		
Address Line 1:	80 South 8th Street		
Address Line 2:	2200 IDS Center		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	45477.00024		
NAME OF SUBMITTER:	Emma Newby		
SIGNATURE:	/Emma Newby/		

CH \$165.00 4727527

DATE SIGNED:	08/18/2020
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Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

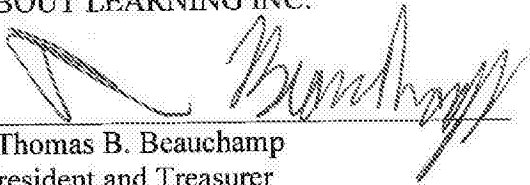
Please be advised that (a) pursuant to the Security Agreement dated as of August 3, 2020, (as amended, modified, extended, restated, replaced, or supplemented from time to time, the “Security Agreement”), by and among the Obligors party thereto (each an “Obligor” and collectively, the “Obligors”) and Spell Capital Mezzanine Partners SBIC II, LP, a Delaware limited partnership, as Purchaser (the “Purchaser”), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks, trademark licenses and trademark applications shown on Schedule 1 attached hereto (the “Trademarks”) to the Purchaser and (b) the undersigned hereby grants to the Purchaser a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the Trademarks.

The Obligors and the Purchaser hereby acknowledge and agree that the security interest in the Trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark.

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Very truly yours,

ALL ABOUT LEARNING INC.

By: 
Name: Thomas B. Beauchamp
Title: President and Treasurer

Acknowledged and Accepted:

SPELL CAPITAL MEZZANINE PARTNERS SBIC II, LP,
as Purchaser

By: SCMP Management II, LLC
Its: General Partner

By: _____
Name: Mark R. McDonald
Title: Senior Managing Director

[Signature Page to Notice of Grant of Security Interest in Trademarks]

Very truly yours,

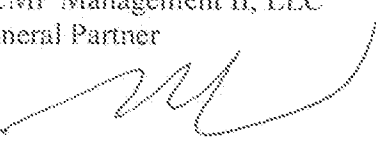
ALL ABOUT LEARNING INC.

By: _____
Name: Thomas B. Beauchamp
Title: President and Treasurer

Acknowledged and Accepted:

SPELL CAPITAL MEZZANINE PARTNERS SBIC II, LP,
as Purchaser

By: SCMP Management II, LLC
Its: General Partner

By: 

Name: Mark R. McDonald
Title: Senior Managing Director

[Signature Page to Notice of Grant of Security Interest in Trademarks]

Schedule 1

Mark	Registration	Registration Date	Classes
All About	4727527	April 28, 2015	009
All About	3975325	June 7, 2011	035
All About and design	4575097	July 29, 2014	016, 035, 041
All About and design	6007144	March 10, 2020	041
Bee Design	3834104	August 17, 2010	016, 035
All About	3865921	October 19, 2010	016, 041