

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM823503

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
RIGHT AT SCHOOL, LLC		07/11/2023	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CANADIAN IMPERIAL BANK OF COMMERCE, as Agent		
<b>Street Address:</b>	595 Bay Street		
<b>Internal Address:</b>	CPS - 5th Floor		
<b>City:</b>	Toronto		
<b>State/Country:</b>	ONTARIO		
<b>Postal Code:</b>	M5G 2C2		
<b>Entity Type:</b>	Bank: CANADA		
<b>PROPERTY NUMBERS Total: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	6977026	A PLACE TO LEARN	
<b>Registration Number:</b>	6976882	A PLACE TO PLAY	
<b>Registration Number:</b>	6801753	A PLACE TO BE A KID!	
<b>Registration Number:</b>	6801761	RIGHT AT SCHOOL	
<b>Registration Number:</b>	6787535		
<b>Registration Number:</b>	5743118	DISGUISED LEARNING	
<b>Serial Number:</b>	90800946	A PLACE TO GROW	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8009144240		
<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>	8006665597		
<b>Email:</b>	donna.grafton@wolterskluwer.com		
<b>Correspondent Name:</b>	CT Corporation		
<b>Address Line 1:</b>	555 Capitol Mall		
<b>Address Line 2:</b>	Suite 1150		
<b>Address Line 4:</b>	Sacramento, CALIFORNIA 95814		
<b>NAME OF SUBMITTER:</b>	Gregory T. Pealer		

OP \$190.00 6977026

<b>SIGNATURE:</b>	/Gregory T. Pealer/
<b>DATE SIGNED:</b>	07/11/2023
<b>Total Attachments: 6</b> source=IP trademark#page1.tif source=IP trademark#page2.tif source=IP trademark#page3.tif source=IP trademark#page4.tif source=IP trademark#page5.tif source=IP trademark#page6.tif	

## TRADEMARK COLLATERAL AGREEMENT

This trademark collateral agreement (this “**Trademark Collateral Agreement**”), dated as of July 11, 2023, is made by RIGHT AT SCHOOL, LLC, a limited liability corporation (“**Debtor**”) in favor of CANADIAN IMPERIAL BANK OF COMMERCE (“**CIBC**”), acting as administrative agent hereunder for the Secured Creditors as defined in the Security Agreement referred to below, and its successors and assigns (CIBC acting as such administrative agent and any successor(s) or assign(s) to CIBC acting in such capacity being hereinafter referred to as the “**Agent**”), and grants to the Agent for the benefit of the Secured Creditors a continuing security interest in, the following property:

(i) Each trademark, trademark registration, and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

to secure the payment and performance of all Secured Obligations of the Debtor as set out in the security agreement dated July 11, 2023 (the “**Security Agreement**”), by and among the Debtor, the other debtors from time to time party thereto, and the Agent, as the same may be amended, modified, or restated from time to time.

Notwithstanding anything herein to the contrary, this Trademark Collateral Agreement shall not operate to create a security interest in favor of Agent on an “intent-to-use” trademark as collateral security for the Secured Obligations at any time prior to the first use thereof, whether by the actual use thereof in commerce, the recording of a Statement of Use with the United States Patent and Trademark Office, or otherwise. At any time after the first use thereof, such an application shall cease to be exempted from this Trademark Collateral Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year first above written.

**RIGHT AT SCHOOL, LLC,**  
a Delaware limited liability company

By:   
Name: Bryan Netzly  
Title: Chief Financial Officer

*Signature Page to Trademark Collateral Agreement (Right At School)*

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year first above written.


**RIGHT AT SCHOOL, LLC**

by \_\_\_\_\_  
Name:  
Title:

Accepted and agreed to as of the date and year first above written.

**CANADIAN IMPERIAL BANK OF  
COMMERCE**

by  \_\_\_\_\_  
Name: Andrew Frazer  
Title: Authorized Signatory


  
\_\_\_\_\_  
Name: Jamie Cooper  
Title: Authorized Signatory

**SCHEDULE A**  
**TO TRADEMARK COLLATERAL AGREEMENT**

**REGISTERED TRADEMARKS  
AND TRADEMARK APPLICATIONS**  
**FEDERAL TRADEMARK REGISTRATIONS**

<b>COMPANY</b>	<b>TRADEMARK</b>	<b>REGISTRATION NUMBER</b>	<b>REGISTRATION DATE</b>
RIGHT AT SCHOOL, LLC	A PLACE TO LEARN and design 	6977026	14-FEB-2023
RIGHT AT SCHOOL, LLC	A PLACE TO PLAY and design 	6976882	14-FEB-2023
RIGHT AT SCHOOL, LLC	A PLACE TO BE A KID!	6801753	26-JUL-2022
RIGHT AT SCHOOL, LLC	RIGHT AT SCHOOL	6801761	26-JUL-2022
RIGHT AT SCHOOL, LLC	Design Only 	6787535	12-JUL-2022
RIGHT AT SCHOOL, LLC	DISGUISED LEARNING	5743118	07-MAY-2019

FEDERAL TRADEMARK APPLICATIONS

COMPANY	TRADEMARK	SERIAL NUMBER	APPLICATION DATE
RIGHT AT SCHOOL, LLC <sup>1</sup>	A PLACE TO GROW and design 	90800946	29-JUN-2021

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<sup>1</sup> **Note to Draft:** An appeal of final refusal to register this trademark is pending before the TTAB.