

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Childcraft Education Corp.		08/31/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	1455 Market Street
Internal Address:	CA5-701-05-09
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94103
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	2388545	WHERE EDUCATION MEETS IMAGINATION
Registration Number:	2338224	WHERE EDUCATION MEETS IMAGINATION ABC
Registration Number:	2307620	ABC
Registration Number:	2298368	ABC SCHOOL SUPPLY
Registration Number:	2111395	GREEN LIGHT LEASE
Registration Number:	2015503	WHERE LITTLE THINGS MEAN A LOT
Registration Number:	2006367	CHILDCRAFT
Registration Number:	1933650	KORNERS FOR KIDS
Registration Number:	1645392	MAGNASTIKS
Registration Number:	1478100	ABC SCHOOL SUPPLY INC.
Registration Number:	1272927	MAGNASTIKS
Registration Number:	712499	CHILDCRAFT
Serial Number:	78105542	FIREFLY

OP \$415.00 2388545

Serial Number:	78103107	TUFF-GLIDE SYSTEM
Serial Number:	78103101	GRASSHOPPER
Serial Number:	78103097	KONTOURS FOR KIDS

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 919 286-8049
Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000.10393NTCHILDCFTJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	11/15/2005

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 pursuant to the Amended and Restated Security Agreement dated as of August 31, 2005 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (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 or trademark application.

[SIGNATURES ON FOLLOWING PAGE]

Very truly yours,

CHILDCRAFT EDUCATION CORP.,
a New York corporation

By: Mary M Kabacinski
Name: Mary M. Kabacinski
Title: Vice-President + Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: _____
Name:

Title:

Very truly yours,

CHILDCRAFT EDUCATION CORP.,
a New York corporation

By: _____

Name:

Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: Anthea Del Bianco

Name:

Anthea Del Bianco
Vice President

Title:

**Childcraft Education Corp.
(New York Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Reg. Date
WHERE EDUCATION MEETS IMAGINATION	2388545	9/19/00
WHERE EDUCATION MEETS IMAGINATION ABC	2338224	4/4/00
ABC and Design	2307620	1/11/00
ABC SCHOOL SUPPLY	2298368	12/7/99
GREEN LIGHT LEASE	2111395	11/4/97
WHERE LITTLE THINGS MEAN A LOT	2015503	11/12/96
CHILDCRAFT	2006367	10/8/96
KORNERS FOR KIDS	1933650	11/7/95
MAGNASTIKS	1645392	5/21/91
ABC SCHOOL SUPPLY INC. and Design	1478100	2/23/88
MAGNASTIKS	1272927	4/3/84
CHILDCRAFT	712499	3/14/61

Pending Applications

Mark	Serial No.	Filing Date
FIREFLY	78-105542	1/29/02
TUFF-GLIDE SYSTEM	78-103107	1/16/02
GRASSHOPPER	78-103101	1/16/02
KONTOURS FOR KIDS	78-103097	1/16/02