Form PTO-1594

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

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To the Honorable Commissioner of Patents and Trademarks: f	
1. Name of conveying party(ies):  LearningStar Corp.  4 -// -02	Name and address of receiving party(ies)     Name:GMAC Business Credit, LLC     Internal     Address:Suite 220
Individual(s)  General Partnership  Corporation-State  Other  □ Other	Street Address: 55 South Lake Avenue  City: Pasadena State: CA Zip: 91101  Individual(s) citizenship  Association
Additional name(s) of conveying party(ies) attached? Yes No	General Partnership
Nature of conveyance:      Assignment     Merger	Limited Partnership
Security Agreement Change of Name  Other_Amendment to Security Agreement  Execution Date: March 12, 2002	Corporation-State  Other Limited Liability Company  If assignee is not domiciled in the United States, a domestic representative designation is attached:  (Designations must be a separate document from assignment)  Additional name(s) & address(es) attached?  Yes No N/A
4. Application number(s) or registration number(s):  76/327484  Application Pending	B. Trademark Registration No.(s)  Application Pending
Additional number(s) at	tached Yes V No
Name and address of party to whom correspondence concerning document should be mailed:     Name: Kate Cregor	6. Total number of applications and registrations involved:
Name: Kate Cregor Internal Address: Brobeck Phleger & Harrison LLP	7. Total fee (37 CFR 3.41)\$40
Suite 2100	Enclosed
	Authorized to be charged to deposit account
Street Address: 550 South Hope Street	8. Deposit account number:
City: Los Angeles State: CA Zip: 90071	
9. Signature.	THIS SPACE
Kate Cregor	April 10, 2002
Name of Person Signing S	ignature Date  per sheet, attachments, and document:

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

## TRADEMARK AMENDMENT

THIS TRADEMARK SECURITY AGREEMENT AMENDMENT, dated as of March 12, 2002 (this "Trademark Amendment"), is delivered pursuant to Section 6 of that certain Trademark Security Agreement, dated as of April 30, 2001 (the "Trademark Security Agreement"), by and among LearningStar Corp., a Delaware corporation ("Parent"), certain of Parent's Subsidiaries identified on the signature pages hereto (Parent and such Subsidiaries referred to hereinafter each individually as a "Debtor", and individually and collectively, jointly and severally, as the "Debtors"), and GMAC Business Credit, LLC, a Delaware limited liability company, as the Agent for the Lenders (in such capacity, together with its successors, if any, in such capacity, "Secured Party").

Each of the undersigned Debtors hereby: (a) agrees that this Trademark Amendment may be attached to that certain Trademark Security Agreement; (b) agrees that all right, title, and interest of Parent in and to the trademarks and other related intellectual property listed in the Addendum to Schedule A attached hereto shall be and become part of the "Trademark Collateral" referred to in the Trademark Security Agreement and Schedule A thereto and shall secure all Secured Obligations of Parent; (c) authorizes Agent to attach this Trademark Amendment and the Addendum to Schedule A attached hereto to the Trademark Security Agreement and Schedule A thereto, respectively, and (d) without limiting the generality of the foregoing, is deemed to have made the representations and warranties contained in Section 4 of the Trademark Security Agreement with respect to such "Trademark Collateral" (as defined in the Trademark Security Agreement). Unless the context otherwise requires, capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Trademark Security Agreement (or the Loan Agreement as therein defined). This Trademark Amendment is a Loan Document.

[Signature pages follow]

YM/811454.02

LEARNINGSTAR CORP.,

a Delaware corporation

By:

Name: RICHARD

Title: CHIRF FINANCIAL

EARLYCHILDHOOD LLC,

a California limited liability company

By:

SMARTERKIDS.COM, INC.,

a Delaware corporation

By:

PRESIDENT

**EDUCATIONAL PRODUCTS, INC.,** 

a Texas corporation

By:

Namo.

PRASIDENT

Title:

Acknowledged and Agreed:

**GMAC BUSINESS CREDIT, LLC** 

a Delaware limited liability company, as Agent

Name: Dans M. Grabosa,
Title: Vice President

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IYM/811454.EXE

## ADDENDUM TO SCHEDULE A OT AMENDED AND RESTATED TRADEMARK AGREEMENT

Trademarks of LearningStar Corp., a Delaware corporation

Status	Mark	Registration/ Application Date	Registration/ Application No.
Application Pending	Excelligence	October 19, 2001	#76/327484

**RECORDED: 04/11/2002**