

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Second Lien Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wilmington Trust, National Association		05/08/2013	national banking association: UNITED STATES

RECEIVING PARTY DATA

Name:	Learning Care Group (US) Inc.
Street Address:	21333 Haggerty Road, Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375
Entity Type:	CORPORATION: DELAWARE

Name:	Learning Care Group (US) No. 2 Inc.
Street Address:	21333 Haggerty Road, Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375
Entity Type:	CORPORATION: DELAWARE

Name:	Learning Care Group, Inc.
Street Address:	21333 Haggerty Road, Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375
Entity Type:	CORPORATION: MICHIGAN

Name:	La Petite Holdings, Inc.
Street Address:	21333 Haggerty Road, Suite 300
City:	Novi
State/Country:	MICHIGAN

CH \$965.00 1621658

Postal Code:	48375
Entity Type:	CORPORATION: DELAWARE

Name:	La Petite Academy, Inc.
Street Address:	21333 Haggerty Road, Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375
Entity Type:	CORPORATION: DELAWARE

Name:	Childtime Childcare, Inc.
Street Address:	21333 Haggerty Road, Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375
Entity Type:	CORPORATION: ILLINOIS

Name:	The Children's Courtyard, Inc.
Street Address:	21333 Haggerty Road, Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375
Entity Type:	CORPORATION: TEXAS

Name:	Tutor Time Learning Centers, LLC
Street Address:	21333 Haggerty Road, Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375
Entity Type:	LIMITED LIABILITY COMPANY: MICHIGAN

Name:	W.O.S., Inc.
Street Address:	21333 Haggerty Road, Suite 300
City:	Novi
State/Country:	MICHIGAN
Postal Code:	48375
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
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TRADEMARK

REEL: 005023 FRAME: 0050

Registration Number:	1621658	A GOOD BEGINNING THAT LASTS A LIFETIME
Registration Number:	1806522	CHILDTIME
Registration Number:	3284165	CHILDTIME LEARNING CENTERS
Registration Number:	3290568	CHILDTIME CONNECTION
Registration Number:	3144663	VIP REFERRAL REWARDS
Registration Number:	3150570	LEARNING. EVERY STEP OF THE WAY.
Registration Number:	3170654	JOURNEY
Registration Number:	3102759	JOURNEY PRESCHOOL
Registration Number:	2631040	MONTESSORI UNLIMITED
Registration Number:	2512152	LA PETITE ACADEMY
Registration Number:	1717005	LA PETITE JOURNEY
Registration Number:	1617106	LA PETITE ACADEMY THE PARENT'S PARTNER P
Registration Number:	1307458	LA PETITE ACADEMY
Registration Number:	3940574	KIDS OF CHARACTER
Registration Number:	3113575	LEARNING CARE GROUP
Registration Number:	3212072	LEARNING CARE GROUP
Registration Number:	3245790	CREATING CHARACTER
Registration Number:	3855715	EVERY CHILD DESERVES A BRILLIANT BEGINNI
Registration Number:	3855717	BRILLIANT BEGINNINGS
Registration Number:	3879654	IT ONLY TAKES ONE GREAT EXPERIENCE TO IN
Registration Number:	1911851	THE CHILDREN'S COURTYARD
Registration Number:	2999880	TUTOR TIME ADVENTURE CLUB
Registration Number:	3239078	BODYSMART
Registration Number:	2673903	TUTOR TIME CENTER FOR ACADEMIC ENRICHMEN
Registration Number:	2500116	TUTOR TIME
Registration Number:	2490562	TUTOR TOWNE
Registration Number:	2308180	"POOKIE"
Registration Number:	1844815	TUTOR TIME
Registration Number:	3285107	SAFE N SOUND
Registration Number:	3148759	SELFSMART
Registration Number:	3148745	NATURESMART
Registration Number:	3148739	RHYTHMSMART
Registration Number:	3334558	PEOPLES MART
Registration Number:	3148725	NUMBERSMART
Registration Number:	3148713	DESIGNSMART

TRADEMARK

REEL: 005023 FRAME: 0051

	4225189	ACTIVE LEARNING HEALTHY CARE
Serial Number:	85726773	THE CHILDREN'S COURTYARD
Serial Number:	85668172	THE CHILDREN'S COURTYARD

CORRESPONDENCE DATA

Fax Number: 2129096836
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-909-6000
Email: trademarks@debevoise.com
Correspondent Name: Thomas J. Dobleman, Esq.
Address Line 1: 919 Third Avenue
Address Line 2: Debevoise & Plimpton LLP
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	22830-4523
NAME OF SUBMITTER:	Thomas J. Dobleman
Signature:	/Thomas J. Dobleman/
Date:	05/08/2013

Total Attachments: 7
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TERMINATION AND RELEASE OF
SECOND LIEN SECURITY INTEREST IN TRADEMARKS

TERMINATION AND RELEASE, dated as of May 8, 2013, from Wilmington Trust, National Association (successor by merger to Wilmington Trust FSB), as collateral trustee (the "Collateral Trustee") for the Second Lien Secured Parties (as defined in the Amended and Restated Collateral Trust Agreement referred to below), to Learning Care Group (US) Inc., Learning Care Group (US) No. 2 Inc., Learning Care Group, Inc., La Petite Holdings, Inc., La Petite Academy, Inc., Childtime Childcare, Inc., The Children's Courtyard, Inc., Tutor Time Learning Centers, LLC, and W.O.S., Inc., (each, a "Grantor"). Capitalized terms used herein without definition are used as defined in the Amended and Restated Collateral Trust Agreement, dated as of February 1, 2013, among the Learning Care Group, Inc., Barclays Bank PLC, and the other parties thereto (as amended, supplemented or otherwise modified from time to time, the "Amended and Restated Collateral Trust Agreement") and the Second Lien Trademark Security Agreement, dated as of February 1, 2013, among the Grantors and the Collateral Trustee ("Second Lien Trademark Security Agreement").

WITNESSETH:

WHEREAS, pursuant to the Amended and Restated Collateral Trust Agreement and the Second Lien Trademark Security Agreement a security interest against the Second Lien Trademark Collateral, including, without limitation, those items set forth on Schedule I hereto (collectively, the "Second Lien Trademark Interests"), was granted by the Grantors to the Collateral Trustee in favor of the Second Lien Secured Parties; and

WHEREAS, the Second Lien Trademark Security Agreement was recorded in the United States Patent and Trademark Office at Reel 4955, Frame 0323;

WHEREAS, the Collateral Trustee now desires to terminate and release the entirety of its security interests in and to the Second Lien Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Collateral Trustee hereby states as follows:

1. Release of Security Interest: The Collateral Trustee hereby (i) terminates the Second Lien Trademark Security Agreement and the Second Lien Trademark Interests; and (ii) releases and discharges any and all security interests it has against the Second Lien Trademark Collateral.

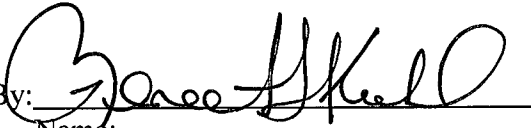
2. Further Assurances: The Collateral Trustee shall execute and deliver to the Grantors all further releases and other documents (including without limitation Uniform Commercial Code termination statements), and take all other actions necessary or reasonably desirable for the release of such security interests against the Second Lien Trademark Collateral.

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IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

Wilmington Trust, National Association,
as Collateral Trustee

By: 

Name:

Renee Kuhl





Title:

Vice President




[Second Lien Trademark Release]


**TRADEMARK
REEL: 005023 FRAME: 0055**

SCHEDULE I

Trademark	Country/ State	Owner	Appl. No. Filing Date	Reg. No. Reg. Date:
CHILDTIME LEARNING CENTERS	Wisconsin	Childtime Childcare, Inc. (IL corp.)	N/A	17-Jan-2007
A GOOD BEGINNING THAT LASTS A LIFETIME	US	Childtime Childcare, Inc. (IL corp.)	74/000832 16-NOV-1989	1621658 06-NOV-1990
CHILDTIME	US	Childtime Childcare, Inc. (IL corp.)	74/134685 30-JAN-1991	1806522 23-NOV-1993
	US	Childtime Childcare, Inc. (MI Corp.)	76/657477 27-MAR-2006	3284165 28-AUG-2007
CHILDTIME CONNECTION	US	Childtime Childcare, Inc. (MI Corp.)	78/823297 24-FEB-2006	3290568 11-SEP-2007
VIP REFERRAL REWARDS	US	La Petite Academy, Inc. (DE Corp.)	78/604479 08-APR-2005	3144663 19-SEP-2006
LEARNING. EVERY STEP OF THE WAY.	US	La Petite Academy, Inc. (DE Corp.)	78/567566 15-FEB-2005	3150570 03-OCT-2006
JOURNEY	US	La Petite Academy, Inc. (DE Corp.)	78/567767 5-FEB-2005	3170654 14-NOV-2006
	US	La Petite Academy, Inc. (DE Corp.)	76/624900 16-DEC-2004	3102759 13-JUN-2006
	US	La Petite Academy, Inc. (DE Corp.)	76/282278 07-JUL-2001	2631040 08-OCT-2002
	US	La Petite Academy, Inc. (DE Corp.)	76/084042 06-JUL-2000	2512152 27-NOV-2001

Trademark	Country/ State	Owner	Appl. No. Filing Date	Reg. No. Reg Date:
LA PETITE JOURNEY	US	La Petite Academy, Inc. (DE Corp.)	74/143140 8-FEB-1991	1717005 15-SEP-1992
	US	La Petite Academy, Inc. (DE Corp.)	73/811830 10-JUL-1989	1617106 09-OCT-1990
LA PETITE ACADEMY	US	La Petite Academy, Inc. (DE Corp.)	73/346067 18-JAN-1982	1307458 27-NOV-1984
	US	La Petite Academy, Inc. (DE Corp.)	85/098984 03-AUG-2010	3940574 05-APR-2011
LEARNING CARE GROUP	US	Learning Care Group (MI Corp.)	76/643898 29-JUL-2005	3113575 11-JUL-2006
	US	Learning Care Group (MI Corp.)	76/643899 29-JUL-2005	3212072 27-FEB-2007
CREATING CHARACTER	US	Learning Care Group (MI Corp.)	76/638097 06-MAY-2005	3245790 29-MAY-2007
EVERY CHILD DESERVES A BRILLIANT BEGINNING	US	Learning Care Group, Inc. (MI Corp.)	77/824394 11-SEP-2009	3855715 05-OCT-2010
	US	Learning Care Group, Inc. (MI Corp.)	77/824459 11-SEP-2009	3855717 05-OCT-2010
IT ONLY TAKES ONE GREAT EXPERIENCE TO INSPIRE YOUR CHILD FOR LIFE	US	Learning Care Group, Inc. (MI Corp.)	85/010587 09-APR-2010	3879654 23-NOV-2010

Trademark	Country/ State	Owner	Appl. No. Filing Date	Reg. No. Reg Date:
	US	The Children's Courtyard, Inc. (TX Corp.)	74/62213 23-NOV- 1993	1911851 15-AUG- 1995
	US	The Children's Courtyard, Inc. (TX Corp.)	85/726773 12-SEP-2012	N/A
THE CHILDREN'S COURTYARD	US	The Children's Courtyard, Inc. (TX Corp.)	85/668172 03-JUL-2012	N/A
TUTOR TIME ADVENTURE CLUB	US	Tutor Time Learning Centers, LLC (FL Corp.)	76/574731 02-FEB-2004	2999880 27-SEP-2005
BODYSMART	US	Tutor Time Learning Centers, LLC (MI LLC)	78/752552 11-NOV- 2005	3239078 08-MAY- 2007
TUTOR TIME CENTER FOR ACADEMIC ENRICHMENT	US	Tutor Time Learning Centers, LLC (state of incorp. not listed-- only identified as Corp.)	76/174446 01-DEC-2000	2673903 14-JAN-2003
TUTOR TIME	US	Tutor Time Learning Centers, LLC (state of incorp. not listed-- only identified as Corp.)	76/112799 21-AUG- 2000	2500116 23-OCT- 2001
TUTOR TOWNE	US	Tutor Time Learning Centers, LLC (state of incorp. not listed-- only identified as Corp.)	76/113012 21-AUG- 2000	2490562 18-SEP-2001
	US	Tutor Time Learning Centers, LLC (state of incorp. not listed-- only identified as Corp.)	75/208475 05-DEC-1996	2308180 18-JAN-2000
TUTOR TIME	US	Tutor Time Learning Centers, LLC (state of incorp. not listed-- only identified as Corp.)	74/427573 23-AUG- 1993	1844815 12-JUL-1994
SAFE N SOUND	US	Tutor Time Learning Centers, LLC (MI Corp.)	77/048043 20-NOV- 2006	3285107 28-AUG- 2007

Trademark	Country/ State	Owner	Appl. No. Filing Date	Reg. No. Reg Date:
SELFSMART	US	Tutor Time Learning Centers, LLC (MI LLC)	78/752554 11-NOV- 2005	3148759 26-SEP-2006
NATURESMART	US	Tutor Time Learning Centers, LLC (MI LLC)	78/750552 09-NOV- 2005	3148745 26-SEP-2006
RHYTHMSMART	US	Tutor Time Learning Centers, LLC (MI LLC)	78/49813 08-NOV- 2005	3148739 26-SEP-2006
PEOPLES MART	US	Tutor Time Learning Centers, LLC (MI LLC)	78/748199 07-NOV- 2005	3334558 13-NOV- 2007
NUMBERSMART	US	Tutor Time Learning Centers, LLC (MI LLC)	78/48740 07-NOV- 2005	3148725 26-SEP-2006
DESIGNSMART	US	Tutor Time Learning Centers, LLC (MI LLC)	78/747798 04-NOV- 2005	3148713 26-SEP-2006
	US	Tutor Time Learning Centers, LLC (MI LLC)	85/553462 27-FEB-2012	4225189 16-OCT- 2012