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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Proceeding	92077133
Party	Defendant Learning Circle Kids LLC and Reader Bee, LLC
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Attachments	LERNT002US Opposition to Ps Motion to Strike and DJ.pdf(302221 bytes ) Declaration Supporting Opposition to Ps Motion to Strike and DJ.pdf(3621014 bytes )

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

*In the matter of:*

Registration No. 4,642,327

Application Filing Date: September 12, 2013

Mark: READER BEE

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	)	
Beereaders, Inc.,	)	
	)	
Petitioner,	)	
	)	
v.	)	Cancellation No. 92077133
	)	
Learning Circle Kids, LLC and	)	
Reader Bee, LLC	)	
	)	
Respondents.	)	
	)	
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**LEARNING CIRCLE KIDS, LLC AND READER BEE, LLC’S OPPOSITION TO  
PETITIONER’S MOTIONS TO STRIKE AND FOR DEFAULT JUDGEMENT**

## I. INTRODUCTION

It is not an exaggeration to say that forcing defendants Learning Circle Kids, LLC (“LCK”) and Reader Bee, LLC (“RB”)<sup>1</sup> (collectively, “Respondents”) to respond to—let alone pay attorney fees for preparing responses to—Beereaders, Inc.’s (“Petitioner”) two motions to strike and for default judgment, was patently unfair, where these motions:

- Are bereft of any relevant legal or factual support, and essentially make up legal theories untethered to common sense, facts, or actual legal standards, to see if they will stick;
- Set forth a theory on standing—*i.e.*, that the very defendant Petitioner named in this action, LCK, somehow lacked “standing” to file its Answer—that reflects a failure to appreciate even the most rudimentary aspects of standing under the federal rules (and cites as the sole legal support for this theory cases about a plaintiff’s standing to bring suit, not a defendant’s ostensible “standing” to answer);
- Claim that LCK’s Answer and participation in these proceedings is “frivolous” because LCK is not the current owner of the mark at issue, even though LCK was the original registrant, continuously used the mark for over six years after registration, and that maintained a right to use the mark pursuant to an exclusive license agreement with the mark’s current owner, RB;
- Fail to cite to the Trademark Trial and Appeal Board Manual of Procedure rule (“Trademark Rule”) that implicates the circumstances at issue here, *i.e.*, Trademark Rule 2.113(d),<sup>2</sup> which addresses steps that may be taken if, as here, a cancellation action does not name a mark’s current owner as a defendant<sup>3</sup>;
- Imply that mere “awareness” of the proceedings to such an unnamed current trademark owner (*i.e.*, RB) automatically and instantly renders that unnamed owner joined in the action retroactive to the date of the original filing of a petition with no other procedural step necessary—without providing any support for this novel theory;
- Fail to supply any actual evidence for the factual contentions made;

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<sup>1</sup> References herein to “RB” are specifically to the party, Reader Bee, LLC, not the registered mark at issue (which shall be referred to herein as “Reader Bee”).

<sup>2</sup> Notably, the Board cited to this rule in its original notice to LCK (though referencing another subdivision). (*See* TTABVU 1 at 1.)

<sup>3</sup> *See also* TBMP § 512.01 (stating that “[w]hen there has been an assignment of a mark that is the subject of, or relied upon in, an inter partes proceeding before the Board, the assignee may be joined or substituted, as may be appropriate, upon motion granted by the Board, or upon the Board’s own initiative.”) (emphasis added). Again, the joinder under these circumstances would not happen until the Board grants a motion to join or substitute, or until the Board joins the party on its own initiative, as happened here.

- Fail to support its claims of prejudice in both motions with anything more than a bare recitation of the standard, *i.e.*, that Petitioner was “significantly” prejudiced;
- Fail to identify a single rule or statute—or at minimum, invoke the Trademark Trial and Appeal Board’s (“TTAB” or “Board”) inherent authority—under which either the motions to strike or motions for default judgment are being brought; and
- Fail to identify, let alone apply facts to, the standards under which a motion to strike or motion for default judgment could even be granted.

Of course, none of this comes as a surprise given how illegitimate the underlying Petition for Cancellation (“Petition”) is in the first instance, insofar as Respondents have been continuously using the Reader Bee mark since before it was registered and have not in any way abandoned it, despite what Petitioner otherwise “suspects.” (*see* TTABVUE 11 at 3.)

To be quite candid, Respondents anticipate seeking sanctions pursuant to Federal Rule of Civil Procedure (“Rule”) 11 against Petitioner and its counsel, as the motions they filed fall far below any acceptable standard imposed on parties that invoke the authority of the United States Patent and Trademark Office (“USPTO”) or on attorneys who are licensed to practice before the California State Bar (and consequently, the TTAB). *See* Trademark Rule 527.02. And while that Rule 11 motion will be served on Petitioner and its counsel in due course, Respondents also herein ask the Board to invoke its inherent authority and to issue sanctions against Petitioner and its counsel that, at a minimum, compensate Respondents for the attorney fees it is being forced to pay to respond to these nonsensical and ultimately harassing motions.

Nevertheless, the motions were filed, and Respondents herein submit their opposition thereto, along with other supporting papers. To this end, as explained in further detail below, the motions to strike and for default judgment filed separately against LCK and RB should be denied in their entirety because:

- LCK, as the lone party named in the Petition, the original registrant of the mark, a party that used the mark continuously for over six years following registration, and a party that maintained a license to use the mark pursuant to a license agreement with RB, obviously had “standing” to file its Answer;
- LCK was ordered by this Board to serve its Answer by June 22, which it did, so its Answer was timely;
- LCK explained in its Answer in detail—and Respondents elaborate further herein—the circumstances that caused RB not to be identified as the recorded owner of the

Reader Bee mark, *i.e.*, even though the mark (and all of LCK's other intellectual property assets) were assigned to RB on December 22, the December 23 recordation attempt inadvertently and mistakenly failed to include assignment of the Reader Bee mark; this was discovered on or about June 16, 2021, when LCK was preparing its Answer, and was corrected on June 17, 2021, with recordation of the assignment from LCK to RB of the Reader Bee mark;

- RB was joined in these proceedings by the Board on June 30, so RB's Answer filed on July 21, 2021, was timely under the federal rules<sup>4</sup>;
- Petitioner's motions to strike fail to satisfy the standards for granting a motion to strike, because, under Rule 12(f), they fail to identify any insufficient defense or any redundant, immaterial, impertinent, or scandalous matter, and under the Board's inherent authority, they fail to provide any basis to strike either of Respondents' Answers;
- Petitioner's motions for default judgment fail to satisfy the standards for granting a motion for default judgment, because, under Trademark Rule 3.1202, (1) any delay in the filing of RB's Answer (though there was none) was not the result of willful conduct or gross neglect on the part of the defendant, (2) Petitioner will not be substantially prejudiced by the delay, and (3) the fact that Respondents have continually used the Reader Bee mark since registration is a meritorious defense to Petitioner's "suspicion" that the mark was allegedly abandoned—and Petitioner did not even attempt to explain why it believes these elements were satisfied; and
- Any preference by the Board for deciding cases on the merits strongly favors denial of both motions to strike and for default judgment.

Indeed, Petitioner's motions are frivolous, unjustified, and brought simply to harass Respondents into submission without Petitioner being forced to confront the fact that on the merits, Petitioner does not have a case. Ultimately, its only goal in these proceedings is to litigate Respondents into submission with first, an illegitimate cancellation petition, and now, two sets of motions that have no basis in fact or law.

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<sup>4</sup> While it is not clear that service of the Petition on RB was complete, RB has chosen to accept service based on delivery of the Petition, following joinder from the Board, to RB's legal representatives. Further, Respondents note that while the Trademark Rules acknowledge that a party should be given at least 30 days to respond to a Petition, the Board did not provide a deadline, *see* Trademark Rule 2.113(a), so RB served its response within the 21 days provided by the federal rules for responding to a complaint upon service of the same on a named party. *See* Fed. R. Civ. Proc. 12(a)(1)(A)(i).

## II. BACKGROUND

### A. Learning Circle Kids, LLC and Reader Bee, LLC

Learning Circle Kids, LLC<sup>5</sup> (“LCK”), is a limited liability company that was formed under Delaware law on August 7, 2013. (*See* Declaration of Zephyr Andrew (“Andrew Decl.”) ¶ 3, Ex. A.) LCK creates educational software applications (“Apps”) for use on computing devices (*e.g.*, mobile phones and tablet computers). (*Id.* ¶ 4.) By using these educational Apps, young children, are taught, among other things, the alphabet, spelling, pronunciation, and ultimately, how to read and write. (*Id.*) LCK has been in continuous operation since as early as 2013, and has been continuously using the “Reader Bee” registration<sup>6</sup> to advertise its Apps for sale on the Apple Store since as early as 2014.<sup>7</sup> (*See id.* ¶ 5; *see also id.* Ex. B.)

To date, LCK has developed and offered for purchase at least ten unique educational Apps in conjunction with “Reader Bee” registration at issue, versions of at least one of which that have been publicly offered for sale since as early as May 9, 2014. (*See id.* ¶ 6; *see also id.* Ex. C.) Each of these Apps uses the “Reader Bee” mark in the title. (*Id.*) In addition to the Reader Bee mark, LCK has obtained two additional trademark registrations (*i.e.*, on the “Learning Circle Kids” name and on a Reader Bee design, six foreign trademarks (for the Reader Bee mark, Learning Circle Kids mark, and the Reader Bee design in both the EU and China), at least nine copyright registrations (for eight stories that are each used, respectively, in association with the Apps; and one covering music used in the Apps), and two design patents; LCK has also filed at least seven other provisional, design, and utility patent applications that did not mature

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<sup>5</sup> As will be discussed in greater detail below, Learning Circle Kids, LLC assigned the Registration at issue to Reader Bee, LLC.

<sup>6</sup> In the context of its Apps, “Reader Bee” is a character in stories that guides children through the reading, writing, and pronunciation lessons provided by the Apps. (Andrew Decl. ¶ 6.)

<sup>7</sup> Given this clear, obvious, and publicly available information, Petitioner’s claim that it “suspects” that the mark has been abandoned is not well taken and gives rise to serious concerns regarding whether and to what extent Petitioner performed an adequate investigation under Federal Rule of Civil Procedure (“Rule”) 11 prior to initiating this action. (*See* TTABVue 11 at 3.)

into issued patents. (*Id.* ¶ 7-10.) Notably, at least two of the copyright registrations use “Reader Bee” in their names: “Reader Bee and the Story Tree” (Reg No. TX0007945921: registered December 11, 2014) and the “Reader Bee Song” (Reg No. TX0007916957: registered May 12, 2014). (*Id.*)

In December 2020, LCK assigned all of its intellectual property assets to RB, while at approximately the same time, LCK entered into an exclusive license agreement with RB to continue to use those assets at least until RB became registered as a new developer and merchant on the Apple Store. (*Id.* ¶ 11.) Nevertheless, RB is a limited liability company that was formed under Delaware law and has been in existence since December 13, 2013. (*Id.* ¶ 12 and Ex. G.) Both LCK and RB are owned by Sherrilyn Fisher. (*Id.* ¶ 13.)

## **B. Procedural History**

On September 12, 2013, LCK filed trademark applications for the Reader Bee mark that matured to the Registration at issue (application serial no. 86063555), the Learning Circle Kids mark (application serial no. 86063551), and a Reader Bee design mark (application serial no. 86063556). (Andrew Decl. ¶ 14, Exs. D, E, and F.)

Since as early as May 9, 2014, if not earlier, at least one of LCK’s Apps—advertised using, *inter alia*, the Reader Bee mark—was advertised on and available for purchase from the Apple Store. (*Id.* ¶ 5.) To this end, on August 22, 2014, LCK filed a statement of use for each of the trademark applications, and on November 18, 2014, each of the Reader Bee, Reader Bee Logo, and Learning Circle Kids marks were registered on behalf of LCK. (*Id.* ¶¶ 15-16, Exs. D, E, and F.)

Each of these trademark registrations has been in continuous use, to date. (*Id.* ¶ 16; *see also id.* Exs. B and C.) Accordingly, on November 18, 2020, LCK filed Section 8 and 15 combined declaration of use and incontestability, and on February 24, 2021, a notice of acceptance (§ 8) and acknowledgement (§ 15) was issued by the USPTO for each of the registrations, include that for the Reader Bee mark at issue. (*Id.* ¶¶ 17-18)

On December 22, 2020, LCK assigned its Reader Bee registration, as well as two other registrations, *i.e.*, Nos. 4642328 (Reader Bee logo) and 4642326 (Learning Circle Kids name), to RB. (*Id.* ¶ 11.)

On December 23, 2020, Respondent attempted to record the assignment the Reader Bee Registration, as well as registrations Nos. 4642328 and 4642326, with the United States Patent and Trademark Office. (“USPTO”). (*Id.* ¶ 19.)

On or about January 7, 2021, LCK and RB entered into an exclusive license agreement, whereby by LCK retained the right to use the IP it had previously assigned to RB. (*Id.* ¶ 11.)

On May 13, 2021, Petitioner filed a Petition for Cancellation to cancel the Registration at issue, naming LCK as the owner of the Reader Bee registration. (*See* TTABVUE 1.) The Board set a deadline of June 22, 2021 for the respondent’s responsive pleading. (*See* TTABVUE 3.) While preparing the response, on or about June 16, 2021, counsel for LCK discovered that the assignment for the Reader Bee registration had not been provided to the USPTO in December 2020, and instead, the assignment for Reader Bee registration No. 4642326 was provided twice, and thus was recorded twice, while the assignment of the Reader Bee registration, though complete in December 2020, had not yet been recorded with the USPTO. (Andrew Decl. ¶ 19; *see also* Exs. H and I.) Prior to filing LCK’s Answer, on June 17, 2021, the assignment of the mark to RB was recorded (Andrew Decl. ¶ 20, Ex. J), and the circumstances surrounding this delayed recordation were disclosed, in detail, to the Board and to Petitioner in LCK’s Answer, which was filed on June 22, 2021 (*see* TTABBVUE 4 at 1, note 1).

On June 30, 2021, the Board joined RB as a party-defendant. (*See* TTABVUE 5). The Board, however, did not provide a deadline by which RB must file a responsive pleading. (*See id.*)

On July 5, 2021, Petitioner filed a motion to strike and a motion for default judgement regarding LCK’s Answer (“First Motion”). (TTABVUE 7.) Petitioner never met and conferred with LCK on this motion. (Andrew Decl. ¶ 21.) Had it done so, it perhaps could have avoided filing a motion that is—as explained in further detail below—lacks any basis in fact or law.



On July 7, 2021, the Board suspended proceedings regarding the Petition pending disposition of the Petitioner's July 5, 2021 motions. (TTABVUE 8.) Specifically, the parties were instructed that any filing "not relevant thereto"<sup>8</sup> the First Motion would "be given no consideration." (*See id.* at 1.) Nevertheless, RB filed its Answer on July 21, 2021. (*See* TTABVUE 10.) RB did so because it was first joined in this case on June 30, 2021, and absent a directive from the Board as to the deadline to file a responsive pleading, RB concluded that, pursuant to Rule 12(a)(1)(A)(i), its responsive pleading would be due within 21 days of joinder and service, or at the earliest, by July 21, 2021. (*See* Andrew Decl. ¶ 22.) Moreover, RB's Answer is relevant because both Motions seek default judgment, and at least one argument that is being raised in this opposition is that default judgment would be inappropriate where Petitioner sought default judgment before the deadline for RB to file a responsive pleading had even passed. (*See id.*; *see also* TTABVUE 10 at 1.)

The following morning, on July 22, 2021, Petitioner filed another motion to strike and for default judgment against Reader Bee ("Second Motion"). (*See* TTABVUE 11.) Again, Petitioner never met and conferred with LCK on this motion. (Andrew Decl. ¶ 23.) Had it done so, it perhaps also could have avoided filing another motion that is—as explained in further detail below—also lacks any basis in fact or law.

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<sup>8</sup> For this proposition, the Board cited 37 C.F.R. § 2.127(d), which states, "When any party timely files a potentially dispositive motion, including, but not limited to, a motion to dismiss, a motion for judgment on the pleadings, or a motion for summary judgment, the case is suspended by the Trademark Trial and Appeal Board with respect to all matters *not germane to the motion* and no party should file any paper which is not germane to the motion except as otherwise may be specified in a Board order. If the case is not disposed of as a result of the motion, proceedings will be resumed pursuant to an order of the Board when the motion is decided." (Emphasis added.)

### III. ARGUMENT

#### A. Petitioner's Motions Should Be Rejected in the First Instance

##### 1. Neither LCK nor Reader Bee's Answers were late under the federal rules or the Board's instructions

Putting aside the fact that Petitioner's motions lack even a modicum of factual and legal support, the motions do not even make sense in the first instance, because both of Respondents' Answers were timely filed.

First, it is indisputable that LCK, a party named by Petitioner, filed a timely Answer on June 22, 2020, pursuant to the Court's order that a responsive pleading be filed by that date. (*See* TTABVUE 2.)

Second, RB was joined as a co-defendant to this proceeding pursuant to the Board's order dated June 30, 2021. (*See* TTABVUE 5.) In the absence of an order providing a deadline for RB to file a responsive pleading, RB understood that the Federal Rules of Civil Procedure would govern timing of its response.<sup>9</sup> *See* Fed. R. Civ. P. 12(a)(1)(A)(i) (providing 21 days after service for party to respond to complaint). Accordingly, RB filed its response on July 21, 2021, or 21 days after having been joined, so its Answer was thus timely filed, as this was the earliest date on which Reader Bee's response would be due. Nevertheless, prior to that deadline, on July 5, 2021, or 5 days after RB was first joined as a party to this dispute, Petitioner filed its First Motion.

Put another way: Petitioner moved for default judgment based on a theory that RB—which Petitioner believes stepped into the shoes of LCK upon RB ostensibly becoming “aware” of these proceedings against LCK—had missed the deadline to file its responsive pleading a mere five days after RB was joined for the first time in these proceedings. Then, the day following Reader Bee's timely filing of its Answer on July 21, Petitioner moved for default judgment again, suggesting that RB's Answer was untimely because it should have filed it by June 22, even though RB was not even joined until June 30!

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<sup>9</sup> *See* Trademark Rule 101.02 (TTAB adopting, *inter alia*, Federal Rules of Civil Procedure).

Ultimately, Petitioner's contentions in its motions that RB needed to seek "extensions" for ostensibly late-filed answers, supported by "details," are unwarranted, because RB (and LCK) filed timely Answers.<sup>10</sup>

## **2. LCK obviously has "standing" to participate in these proceedings**

The closest Petitioner comes to asserting a theory of why the Board should deem both Answers stricken and subject to default judgment rests on a legal fallacy, *i.e.*, that LCK lacked standing to answer the Petition because it was not the owner of the RB mark, thus rendering its Answer, according to Petitioner, "frivolous" and filed for purposes of "delay." (*See* TTABVUE 7 at 3.)

In its First Motion, Petitioner wildly claims that LCK somehow lacked "standing" to file an Answer (*see* TTABVUE 7 at 2), which is of course quite ironic coming from the party that named LCK in these proceedings. This of course begs the question: does petitioner not want or expect that LCK—the party that registered the Reader Bee mark at issue, that used it continuously for over six years, that only recently assigned it to Reader Bee, and that maintained a right to use the mark—would participate in these proceedings? The only reason Petitioner would try to strike LCK's Answer and move for default judgment is Petitioner knows it cannot win this case on the merits.

Nevertheless, in trying to support its baseless theory that it was incumbent of RB, not LCK, to respond to the Petition by the June 22 deadline set for LCK's response is Petitioner's outrageous claim that because LCK no longer owned the Reader Bee mark, LCK somehow lost "standing" to respond to the Petition. This is nonsense and completely unsupported by the law. Indeed, the only "standing" cases cited by Petitioner to support this legal fallacy are cases that implicate a plaintiff's standing to bring suit, not standing of a defendant named in a lawsuit. (*See* TTABVUE 7 at 1 (*citing Elk Grove Unified Sch. Dist. v. Newdow*, 542 U.S. 1 (2004), and *Lipton*

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<sup>10</sup> And in any event, LCK explained in its Answer, and RB further explains in these opposition papers, the circumstances that caused RB's Answer to be filed after the June 22 deadline Petitioner erroneously suggests was RB's deadline to file that Answer.

*Indus., Inc. v. Ralston Purina Co.*, 670 F.2d 1024, 1025 (C.C.P.A. 1982) (requiring *petitioner* to show standing in trademark cancellation proceeding). Petitioner does not even try to explain why (or which of) the holdings of these cases should be applied to a defendant, likely because no such argument can be reasonably made. LCK obviously had standing to respond to the Petition.

If anything, it was RB that lacked “standing” to respond to the Petition until it was joined by the Board on June 22.

**3. Reader Bee did not need to Answer the Petition until it was joined as a party and was properly served**

Again, Petitioner’s motions rest on the absurdity that before RB was even named as a party to these proceedings, because it was revealed to be the owner of the Reader Bee mark, RB automatically stepped into the shoes of LCK and should consider itself joined and served instantaneously by operation of law as of the Petition’s filing date, thus triggering an ostensible duty for RB to respond to the June 22 deadline set for LCK to respond to the Petition. According to Petitioner, this is because LCK and RB share the same ownership and address, so notice to LCK is notice to RB, and apparently, mere awareness of the Petition by RB under those circumstances is enough, without more,<sup>11</sup> to trigger RB’s duty to respond to the Petition.

This is, of course, utter nonsense unsupported by the law and untethered to common sense. Until RB was actually joined and served in these proceedings—which at the earliest happened on June 30—RB had no duty to respond to a Petition that was filed only against LCK. Petitioner cites to no rule or case law that suggests otherwise.

Indeed, Petitioner’s sole offer of support for its novel theory is that because RB was ostensibly “aware” of these proceedings based on shared common ownership and a common address between the two companies.<sup>12</sup> (TTABVUE 7 at 3.) Nothing more. Indeed, Petitioner

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<sup>11</sup> For example, a motion to join or substitute RB being filed and granted, or the Board ordering RB joined based on the positions set forth in LCK’s Answer (which is precisely what the Board here did).

<sup>12</sup> While Respondents do not dispute these, it bears noting that Petitioner’s motions never cite or set forth actual evidence supporting these contentions (or any other factual contention in the motions), and instead rely only on unsupported attorney statements in a motion.

does not even argue that these two distinct corporate entities are alter egos of each other, or that they are alter egos for their owner, Ms. Sherrilyn Fisher, or that they share some sort of vicarious liability, that might possibly serve as some basis for explaining why a party (RB), before being joined by the Board, needs to respond to a petition that was filed only against another party (LCK).

Of course, RB does not dispute that it should be a named party to an action seeking to cancel a mark it actually owns, and for this reason, RB answered the Petition once joined. The practical reality of litigation, however, is that it sometimes takes time to identify and join all relevant or necessary parties. Here, at most, a few extra weeks were necessary due to a mistake in recording an assignment to RB that was only identified recently and that was rectified almost immediately.

**4. Petitioner failed to cite to the rule directly applicable to the circumstances presented here**

Respondents note that there is at least one rule directly applicable to the circumstances present here, where a petition fails to name a trademark owner in a cancellation action, which states as follows:

When the party alleged by the petitioner ... as the current owner of the registration(s) is not the record owner, a courtesy copy of the notice with a Web link or Web address to access the electronic proceeding record shall be forwarded to the alleged current owner.

***The alleged current owner may file a motion to be joined or substituted as respondent.***

Trademark Rule 2.113(d) (emphasis added).<sup>13</sup> Unfortunately, though not surprisingly, Petitioner did not even cite or reference (and presumably did not do enough research even to find) this rule. Nevertheless, the rule could not be clearer: where, as here, the current owner of a mark is not

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<sup>13</sup> See also TBMP § 512.01 (stating that “[w]hen there has been an assignment of a mark that is the subject of, or relied upon in, an inter partes proceeding before the Board, the assignee may be joined or substituted, as may be appropriate, upon motion granted by the Board, or upon the Board’s own initiative.”) (emphasis added). Again, the joinder under these circumstances would not happen until the Board grants a motion to join or substitute, or until the Board joins the party on its own initiative, as happened here.

named in a cancellation proceeding, after having been forwarded a copy of the petition notice,<sup>14</sup> that party “may file a motion to be joined or substituted as respondent.” (*See id.* (emphasis added).) Even assuming notice to RB, RB did not do so, so instead, the Board joined RB on June 30. Assuming this notice was sufficient to constitute service of the Petition on RB—and RB is willing to concede this for practical effect—RB’s July 21 Answer was timely filed.

Moreover, LCK’s Answer supplied the “details” necessary to explain why RB’s Answer could not be filed by the June 22 deadline for LCK’s Answer: LCK was incorrectly listed as the recorded owner of the Reader Bee mark on the USPTO database, even though LCK’s rights to the mark had been assigned to RB on December 23, 2020. LCK never hid these circumstances from either the Petitioner or the Board, and LCK simply concluded that steps necessary to join RB as a party would next be taken by Petitioner or the Board—a procedural formality that must be effected before any obligation would arise for RB to respond to the Petition.

**B. Petitioner Has Not Provided Any Fact That Would Justify Granting a Motion to Strike or a Motion for Default Judgment**

As a preliminary matter, Petitioner’s motions do not even set forth the statutory bases or otherwise “state with particularity the grounds” for its motions to strike and for default judgment and are thus insufficient under the federal rules. *See* Rule 7(b)(1)(B); *see also Governale v. Soler*, 319 F.R.D. 79, 82 (E.D.N.Y. 2016) (“Under these circumstances, the Court finds that the Plaintiff’s filing is not a properly-made motion, and is again denied as procedurally improper.”) (citing Rule 7(b)).

**1. Motions to Strike**

Petitioner does not even identify the statute or rule under which it brings its motions to strike LCK’s and RB’s Answers. Nevertheless, Respondents note that under Rule 12(f), the Board may order stricken from a pleading any insufficient defense or any redundant, immaterial,

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<sup>14</sup> Respondents contend that this requires a separate step of providing notice to RB after LCK identified RB as the correct owner in LCK’s Answer. Nevertheless, even if the original notice to LCK also constituted notice to RB, RB had the option of filing a motion to join or be substituted. Before exercising that option, the Board joined RB.

impertinent, or scandalous matter. *See* Fed. R. Civ. Proc. 12(f). Motions to strike, however, are not favored, and matter will not be stricken unless such matter clearly has no bearing upon the issues in the case. *See Harsco Corp. v. Electrical Sciences Inc.*, 9 USPQ2d 1570 (TTAB 1988); *Leon Shaffer Golnick Advertising, Inc. v. William G. Pendill Marketing Co.*, 177 USPQ 401 (TTAB 1973).

The primary purpose of the pleadings, under the Federal Rules of Civil Procedure, is to give fair notice of the claims or defenses asserted. *See* TBMP §§ 312.03 and 318.02(b); *see also McDonnell Douglas Corp. v. National Data Corp.*, 228 USPQ 45 (TTAB 1985). Thus, the Board, in its discretion, may decline to strike even objectionable pleadings where their inclusion will not prejudice the adverse party, but rather will provide fuller notice of the basis for a claim or defense. *See Harsco Corp.* 9 USPQ2d 1570.

Here, neither of Petitioner's motions to strike even tries to explain how these standards could possibly have been satisfied. Neither motion to strike identifies, let alone explain why, any defense that was asserted is insufficient. Further, neither of Petitioner's motions to strike claims that any material in Respondents' responses is "redundant, immaterial, impertinent, or scandalous matter." Accordingly, no motion to strike pursuant to the Rule 12(f) should be granted under the circumstances.

Of course, Respondents recognize that a motion to strike may also generally be brought pursuant to a court's inherent authority to manage its docket. *See, e.g., Hlfiip Holding, Inc. v. Rutherford Cty., Tennessee*, No. 3:19-CV-00714, 2020 WL 6484254, at \*2 (M.D. Tenn. Sept. 13, 2020). Nevertheless, RB's Answer should not be stricken because it was not late, and Petitioner has asserted no other objection to RB's Answer other than to its timeliness. Moreover, RB is a necessary party as the record owner of the Reader Bee mark.

Likewise, as explained above, LCK's Answer should not be stricken because it had standing to Answer the Petition, and Petitioner has asserted no other objection to LCK's Answer other than its belief that LCK somehow lacked "standing."

There is simply no basis in fact or law for striking either of Respondents' Answers.

## **2. Motions for default judgment**

Again, Petitioner does not even identify the statute or bases under which it brings its motions for default judgment. Nevertheless, Respondents note that Trademark Rules set forth standards for whether default judgment should be entered against a respondent for failure to file a timely answer to the complaint. *See* TBMP §§ 312.01 and 508. Indeed, “the standard for determining whether default judgment should be entered against the respondent for its failure to file a timely answer to the complaint is the Fed. R. Civ. P. 55(c) standard, that is, whether the defendant has shown good cause why default judgment should not be entered against it.” *Id.* § 508 (citing TBMP § 312).

Good cause for avoiding entry of default judgment can be established when the defendant shows that “(1) the delay in filing an answer was not the result of willful conduct or gross neglect on the part of the defendant, (2) the plaintiff will not be substantially prejudiced by the delay, and (3) the defendant has a meritorious defense to the action.” *Fred Hayman Beverly Hills, Inc. v. Jacques Bernier, Inc.*, 21 USPQ2d 1556, 1557 (TTAB 1991); *see also* TBMP § 312.02.

The TTAB has sound discretion in determining whether to enter default judgment against a party. *Identicon Corp. v. Williams*, 195 USPQ 447, 449 (Comm’r 1977); *see also* TBMP § 312.02. The Board is mindful that it is the policy of the law, and the preference of the Board, where appropriate, to decide cases on their merits rather than by default. TBMP § 312.02. The courts and the Board are very reluctant to grant judgments by default and tend to resolve doubt in favor of setting aside a default, since the law favors deciding cases on their merits.” *Id.* If a defendant files a showing of good cause in response to a motion by plaintiff for default judgment, default judgment will not be entered against it. *Id.*

None of these standards is satisfied by Petitioner’s motions.



**a. Any delay in RB’s filing of an answer—though there was none—was not the result of willful conduct or gross neglect**

Even if the Board finds that RB did not timely file its Answer, any delay in the filing of RB’s Answer was not the result of willful conduct or gross neglect on the part of the RB.<sup>15</sup> See *Information Systems and Networks Corp. v. United States*, 994 F.2d 795, 796 (Fed. Cir. 1993) (stating that the Board “should inquire whether the defaulting party willfully declined to follow a court’s rules and procedures.”); see also *Enron Oil Corp. V. Diakuhara*, 10 F.3d 90, 97-98 (2d Cir. 1993) (“This is not a case of willful default or a refusal to proffer an excuse for not responding. Fuchs’ conduct and pro se correspondence evidence his intent to fulfill his obligations as a litigant.”).

Here, LCK believed it took a proper course of action under the applicable rules and regulations when it filed an answer that accurately denied it was the current owner of the mark, and further, explained why the USPTO records did not accurately reflect its ownership (*i.e.*, because inadvertent mistakes were made when seeking to record the December 2020 assignment of the Reader Bee mark), as well as the steps taken to correct this almost immediately after the mistake was discovered. (Andrew Decl. ¶ 19.) Respondents reasonably expected that either Petitioner or the Board, armed with this knowledge, would take the steps necessary to join RB,<sup>16</sup> at which point RB would, as an actual party to these proceedings,<sup>17</sup> respond to the Petition. Thus, both LCK and RB attempted, in good faith, to follow the applicable rules and to fulfill their obligations once named as parties to the present proceedings. See *Fred Hayman Beverly Hills, Inc. v. Jacques Bernier, Inc.*, 21 USPQ2d 1556, 1557 (TTAB 1991) (“In the present case, the

---

<sup>15</sup> As Respondents understand Petitioner’s motions for default judgment, only the timeliness of RB’s Answer is being questioned.

Regarding LCK’s Answer, Petitioner contends that LCK lacked standing for that Answer to be filed, a legally nonsensical position that is discussed above. In any event, LCK’s Answer was appropriately filed and therefore LCK should not have default judgment entered against it either.

<sup>16</sup> As explained above, pursuant to Trademark Rule 2.113(d) would also have allowed RB to file such these motion, but RB was not obligated to do so.

<sup>17</sup> If anything, it was Reader Bee that lacked standing to file an Answer until this happened.

failure to timely file the answer was clearly due to an inadvertence on the part of applicant's counsel and not the result of any willful conduct or gross neglect.”).

Nevertheless, if the Board nevertheless finds that RB was duty bound to file its Answer by June 22, as Petitioner claims, then RB respectfully asks the Board to accept RB’s July 21 filing of its Answer, as again, any delay in that filing was based on both inadvertent mistakes that caused an incorrect assignment recordation in December 2020, as well as Respondents’ misunderstanding that RB would have to file an Answer before being joined as a party or would have obligated RB or LCK to file a motion to join (though in which case, RB’s duty to file an Answer would not have arisen until after that motion was filed and granted).

**b. Petitioner has not articulated any prejudice because there is none**

To justify its claim of substantial prejudice sufficient to support entry of default judgment, Petitioner does little more than state, once in each motion, that it is “substantially prejudiced” by Respondents’ alleged conduct. Indeed, in the First Motion, Petitioner does nothing more than this to support a finding of substantial prejudice, and its Second Motion, merely states in addition, “Petitioner has a strong interest in using the mark ....” (TTABVue 11 at 3.) These are obviously not enough to support a finding of any prejudice, let alone substantial prejudice sufficient to justify entry of default against Respondents.

To be clear, even if all of Petitioner’s outlandish legal positions are taken as true, RB Answer was filed a mere 29 days after the date Petitioner claims it was due (June 22, 2022). Moreover, “delay alone is not a sufficient basis for establishing prejudice.” *Regatta Sport Ltd. v. Telux-Pioneer Inc.*, 20 U.S.P.Q.2d 1154, 1156 (T.T.A.B. 1991). And in any event, the supposed delay is inconsequential, with this case is in its early stages, discovery having not yet begun, initial disclosures having not yet been served, and with the pleadings already set early into this action. There is literally no basis to claim that these circumstances warrant entry of default against either Respondent, even if RB’s Answer was late—which again, it obviously was not.

Petitioner has failed to explain why or how it has been prejudiced at all, let alone substantially prejudiced.

**c. Respondents have meritorious defenses to this action**

By the submission of an answer which is not frivolous, Respondents have adequately shown that they have a meritorious defense. *Fred Hayman Beverly Hills, Inc. v. Jacques Bernier, Inc.*, 21 USPQ2d 1556, 1557 (TTAB 1991); *see also DeLorme Publ'g Co v. Eartha's Inc.*, 60 USPQ2d 1222, 1224 (TTAB 2000) (all that is necessary to establish a meritorious defense are plausible responses to the allegations in the petition). Indeed, as shown herein, the continuous use of the Reader Bee mark by Respondents since it was registered continues to this date, indicating that it has a meritorious defense to the petition.

Moreover, the Petition is replete with causes of action that are unavailable to Petitioner given that Petitioner's mark, by its own admission, is junior to the Reader Bee registration at issue. To make up for this inadequate position, the Petitioner now hopes to end this proceeding by filing these frivolous motions. The Board, mindful that it is the policy of the law, and the preference of the Board, to decide cases on their merits rather than by default should reject the Petitioner's motions.

**C. The Board Should Issue Sanctions Under Its Inherent Authority**

As mentioned above, it is likely Respondents will pursue Rule 11 sanctions against Petitioner and opposing counsel for filing two motions that are, among other things, bereft of any relevant legal or factual support, and essentially make up legal theories untethered to common sense, facts, or actual legal standards, to see if they will stick. Pursuant to Rule 11, Respondents will, at a minimum, be seeking compensation for reasonable attorney fees expended in responding to these motions (as well as for time spent preparing for and attending any hearing on these motions). Beyond this, however, the Board maintains inherent authority to issue sanctions and Respondents respectfully ask the Board to issue sanctions sufficient to prevent further bad-faith conduct, as described herein, by Petitioner and Petitioner's counsel. *See Central Manufacturing Inc. v. Third Millennium Technology Inc.*, 61 U.S.P.Q.2d 1210, at \* 6 (2001) (awarding sanctions under Board's inherent authority for bad-faith filings).

#### **IV. CONCLUSION**

For the foregoing reasons, Petitioner's motions to strike and for default judgment (TTABVUE 7 and 11) should be denied in their entirety.

Moreover, the Court should, upon its inherent powers, issue sanctions against Petitioner sufficient to prevent Petitioner from burdening Respondents and the Board with any more bad-faith filings.

Respectfully submitted,

Learning Circle Kids, LLC  
Reader Bee, LLC

/s/ Dara Tabesh

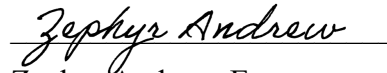
---

EcoTech Law Group, P.C.  
Dara Tabesh, Esq.  
Zephyr Andrew, Esq.  
Attorneys for Respondents  
5 Third Street Suite 700  
San Francisco, CA 94103  
Phone: (415) 503-9164  
zephyr.andrew@ecotechlaw.com  
dara.tabesh@ecotechlaw.com

**CERTIFICATE OF SERVICE**

The undersigned certifies that a true copy of the foregoing **LEARNING CIRCLE KIDS, LLC AND READER BEE, LLC'S OPPOSITION TO PETITIONER'S MOTIONS TO STRIKE AND FOR DEFAULT JUDGEMENT** was served upon Petitioner by email, on this day of July 26, 2021, at the following address:

Andy Liu  
Aptum Law  
1875 S Grant Street  
Suite 520  
San Mateo, CA 94402  
Andy.liu@aptumlaw.us

  
Zephyr Andrew, Esq.  
Attorney for Respondents

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

*In the matter of:*

Registration No. 4,642,327

Application Filing Date: September 12, 2013

Mark: READER BEE

	)	
	)	
Beereaders, Inc.,	)	
	)	
Petitioner,	)	
	)	
v.	)	Cancellation No. 92077133
	)	
Learning Circle Kids, LLC and	)	
Reader Bee, LLC	)	
	)	
Registrant.	)	
	)	
	)	

**DECLARATION OF ZEPHYR ANDREW IN SUPPORT OF LEARNING CIRCLE KIDS,  
LLC, AND READER BEE, LLC'S OPPOSITION TO PETITIONER'S MOTIONS TO  
STRIKE AND FOR DEFAULT JUDGEMENT**

I, Zephyr Andrew, declare as follows:

1. I am over the age of 18 and not a party to the action. I am an attorney at law, duly admitted and licensed to practice before all courts of this State and I am an attorney at EcoTech Law Group, P.C., 5 Third St., Ste. 700, San Francisco, CA 94103. I am one of the attorneys for Reader Bee, LLC, and Learning Circle Kids, LLC, in this action, and my knowledge of the information and events described herein derives from a combination of my personal knowledge and a careful review of the file, relevant court records, and communications with other Plaintiff's counsel. If called as a witness, I could and would competently testify thereto.
2. I submit this declaration in support of Learning Circle Kids, LLC and Reader Bee, LLC's Opposition to Petitioner's Motions To Strike and For Default Judgement, filed herewith.
3. Learning Circle Kids, LLC, is a limited liability company that was formed under Delaware law on August 7, 2013. Attached hereto as **Exhibit A** is a true and correct copy of a

screenshot, taken on July 23, 2021, of the website for the Delaware Secretary of State showing that Learning Circle Kid, LLC is a limited liability company incorporated in the state of Delaware.

4. Learning Circle Kids, LLC creates educational software applications (“Apps”) for use on computing devices (e.g., mobile phones and tablet computers). By using these educational Apps, young children, are taught, among other things, the alphabet, spelling, pronunciation, and ultimately, now to read and write.

5. Learning Circle Kids, LLC has been in continuous operation since its incorporation and has been continuously using the “Reader Bee” registration to advertise its Apps for sale on the Apple Store since as early as May 9, 2014. Attached hereto as **Exhibit B** is a true and correct copy of a screenshot, taken on July 23, 2021, of the Apple Store website showing that at least one of the Apps offered for sale has been continuously updated since 2014.

6. To date, Learning Circle Kids, LLC has developed and offered for purchase at least ten unique educational Apps in conjunction with “Reader Bee” registration at issue. Reader Bee is a character in stories within the Apps that guides children through the reading, writing, and pronunciation lessons provided by the Apps. Attached hereto as **Exhibit C** is a true and correct copy of a screenshot, taken of July 23, 2021, of the Apple Store website showing the Apps available for purchase.

7. In addition to the “Reader Bee” registration, Learning Circle Kids, LLC obtained two additional trademark U.S. registrations (*i.e.*, Reg. No. 86063551 for “Learning Circle Kids” and Reg. No. 86063556 for a Reader Bee design). Attached hereto as **Exhibit D, E, and F** are true and correct copies of the Registrations for the “Reader Bee” mark, the Learning Circle Kids mark, and the Reader Bee design mark, respectively.

8. Learning Circle Kids, LLC has obtained foreign trademarks, for the “Reader Bee” mark, the Learning Circle Kids mark, and the Reader Bee design mark, in both the EU and China.

9. Learning Circle Kids, LLC has obtained at least nine copyright registrations (eight for stories that are each used, respectively, in association with at least one of the Apps, and one covering music used in the Apps), and two design patents. At least two of the copyright registrations use

“Reader Bee” in their names: “Reader Bee and the Story Tree” (Reg No. TX0007945921: registered December 11, 2014) and the “Reader Bee Song” (Reg No. TX0007916957: registered May 12, 2014).

10. Learning Circle Kids, LLC has also filed at least seven other provisional, design, and utility patent applications that did not mature into issued patents.

11. On December 22, 2020, Learning Circle Kids, LLC assigned all of its intellectual property to Reader Bee, LLC, while on or about January 7, 2021, Learning Circle Kids, LLC entered into an exclusive license agreement with Reader Bee, LLC to continue to use those assets at least until Reader Bee, LLC became registered as a new developer and merchant on the Apple Store.

12. Reader Bee, LLC is a limited liability company that was formed under Delaware law on December 12, 2013. Attached hereto as **Exhibit G** is a true and correct copy of a screenshot, taken on July 23, 2021, of the website for the Delaware Secretary of State showing that Reader Bee, LLC is a limited liability corporation incorporated in the state of Delaware.

13. Learning Circle Kids, LLC and Reader Bee, LLC are owned by Sherrilyn Fisher.

14. On September 12, 2013, Learning Circle Kids, LLC filed trademark applications for the “Reader Bee” mark that matured to the Registration at issue (application serial no. 86063555), the Learning Circle Kids mark (application serial no. 86063551), and a Reader Bee design mark (application serial no. 86063556). (*Id.* Exhibits D, E, and F, respectively.)

15. On August 22, 2014, Learning Circle Kids, LLC filed a statement of use for each of the trademark applications. *See* August 22, 2014 Statement of Use, TSDR for application serial no. 86063555 (the “Reader Bee” registration), August 22, 2014 Statement of Use, TSDR for application serial no. 86063551 (the Learning Circle Kids mark), and August 22, 2014 Statement of Use, TSDR for application serial no. 86063556 (the Reader Bee design mark).

16. On November 18, 2014, each of the Reader Bee mark, the Learning Circle Kids mark, and the Reader Bee design mark were registered on behalf of Learning Circle Kids, LLC. (*Id.* Exhibits D, E, and F, respectively.)



17. Trademarks for the “Reader Bee” mark at issue, the Learning Circle Kids mark, and the Reader Bee design mark have been in continuous use, to date. Accordingly, on November 18, 2020, Learning Circle Kids, LLC filed a Combined Declaration of Use and Incontestability under Sections § 8 and §15 for each mark. *See* November 18, 2020 Section 8 and 15, TSDR for application serial no. 86063555 (the Reader Bee” registration), November 18, 2020 Section 8 and 15, TSDR for application serial no. 86063551 (the Learning Circle Kids mark), and November 18, 2020 Section 8 and 15, TSDR, for application serial no. 86063556 (the Reader Bee design mark).

18. On February 24, 2021, a notice of acceptance (§ 8) and acknowledgement (§ 15) were issued by the USPTO for each of the registrations, including that for the “Reader Bee” mark at issue. *See* February 24, 2021 Notice of Acceptance Acknowledgment, TSDR, for application serial no. 86063555 (the Reader Bee” registration), February 24, 2021 Notice of Acceptance Acknowledgment, TSDR for application serial no. 86063551 (the Learning Circle Kids mark), and February 24, 2021 Notice of Acceptance Acknowledgment, TSDR for application serial no. 86063556 (the Reader Bee design mark).

19. While preparing Learning Circle Kids, LLC’s Answer, on or about June 16, 2021, I discovered that the assignment for the “Reader Bee” registration had not been provided to the USPTO in December 2020. On December 23, 2020, a Trademark Assignment Cover Sheet for the “Learning Circle Kids” mark (Registration No. 4642326) was filed along with an assignment document that assigned the Learning Circle Kids” mark from Learning Circle Kids, LLC to Reader Bee, LLC. In attempting to record assignment of the “Reader Bee” mark, unintentionally this same Trademark Assignment Cover Sheet (*i.e.*, the cover sheet for the “Learning Circle Kids” mark) was filed along with an assignment document that assigned the “Reader Bee” registration from Learning Circle Kids, LLC to Reader Bee, LLC. Thus, the assignment cover sheet for the “Learning Circle Kids” mark was provided twice, and thus was recorded twice, while the assignment of the “Reader Bee” registration, though complete on December 22, 2020, was not yet recorded with the USPTO. Attached hereto as **Exhibit H** is a true and correct copy of the assignment recordation, filed with the USPTO, for the Learning Circle Kids mark. Attached hereto as **Exhibit I** is a true and correct copy

of another assignment recordation, that includes the cover letter for the Learning Circle Kids mark but that also includes that assignment document that assigns the “Reader Bee” registration from Learning Circle Kids, LLC to Reader Bee, LLC.

20. On June 17, 2021, assignment of the “Reader Bee” registration, from Learning Circle Kids, LLC, to Reader Bee, LLC, was recorded with the USPTO. Attached hereto as **Exhibit J** is a true and correct copy of assignment recorded with the USPTO.

21. Petitioner never met or conferred with Learning Circle Kids, LLC or Reader Bee, LLC before filing its first motion to strike and for default judgement.

22. Reader Bee filed an Answer on July 21, 2021, because it was first joined in this case on June 30, 2021, and, absent a directive from the Board, RB understood its deadline to file a responsive pleading pursuant to Federal Rule of Civil Procedure 12(a)(1)(A)(i) to be no earlier than 21 days after joinder and service, *i.e.*, July 21, 2021.

23. Petitioner never met or conferred with Learning Circle Kids, LLC, or Reader Bee, LLC, before filing its second motion to strike and for default judgement.

I declare under penalty of perjury under the laws the United States of America that the foregoing is true and correct.

Executed this 26th day of July 2021 in San Francisco, CA.

/Zephyr Andrew/

Zephyr Andrew

**CERTIFICATE OF SERVICE**

The undersigned certifies that a true copy of the foregoing **DECLARATION OF ZEPHYR ANDREW IN SUPPORT OF LEARNING CIRCLE KIDS, LLC AND AND READER BEE, LLC’S OPPOSITION TO PETITIONER’S MOTION TO STRIKE AND FOR DEFAULT JUDGEMENT** was served upon Petitioner by email, on this day of July 26, 2021, at the following address:

Andy Liu  
Aptum Law  
1875 S Grant Street  
Suite 520  
San Mateo, CA 94402  
Andy.liu@aptumlaw.us

/Zephyr Andrew/

Zephyr Andrew, Esq.

Attorney for Respondents

**EXHIBIT A**



HOME

Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

<a href="#">File Number:</a>	5380074	<a href="#">Incorporation Date / Formation Date:</a>	8/7/2013 (mm/dd/yyyy)
<a href="#">Entity Name:</a>	LEARNING CIRCLE KIDS LLC		
<a href="#">Entity Kind:</a>	Limited Liability Company	<a href="#">Entity Type:</a>	General
<a href="#">Residency:</a>	Domestic	State:	DELAWARE

REGISTERED AGENT INFORMATION

Name:	CORPORATION SERVICE COMPANY		
Address:	251 LITTLE FALLS DRIVE		
City:	WILMINGTON	County:	New Castle
State:	DE	Postal Code:	19808
Phone:	302-636-5401		

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

Would you like ☐ Status ☐ Status, Tax & History Information

Submit

View Search Results

New Entity Search

For help on a particular field click on the Field Tag to take you to the help area.

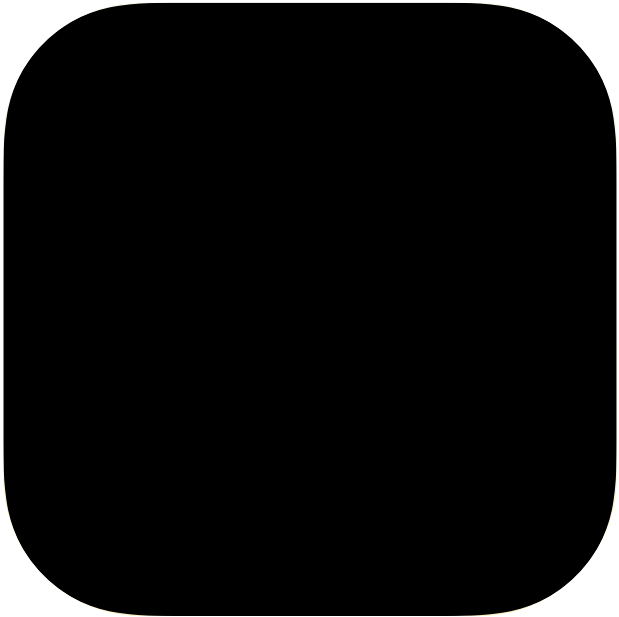
[site map](#) | [privacy](#) | [about this site](#) | [contact us](#) | [translate](#) | [delaware.gov](#)

**EXHIBIT B**



## App Store Preview

Open the Mac App Store to buy and download apps.



### Reader Bee and the Story Tree 4+

READER BEE LLC

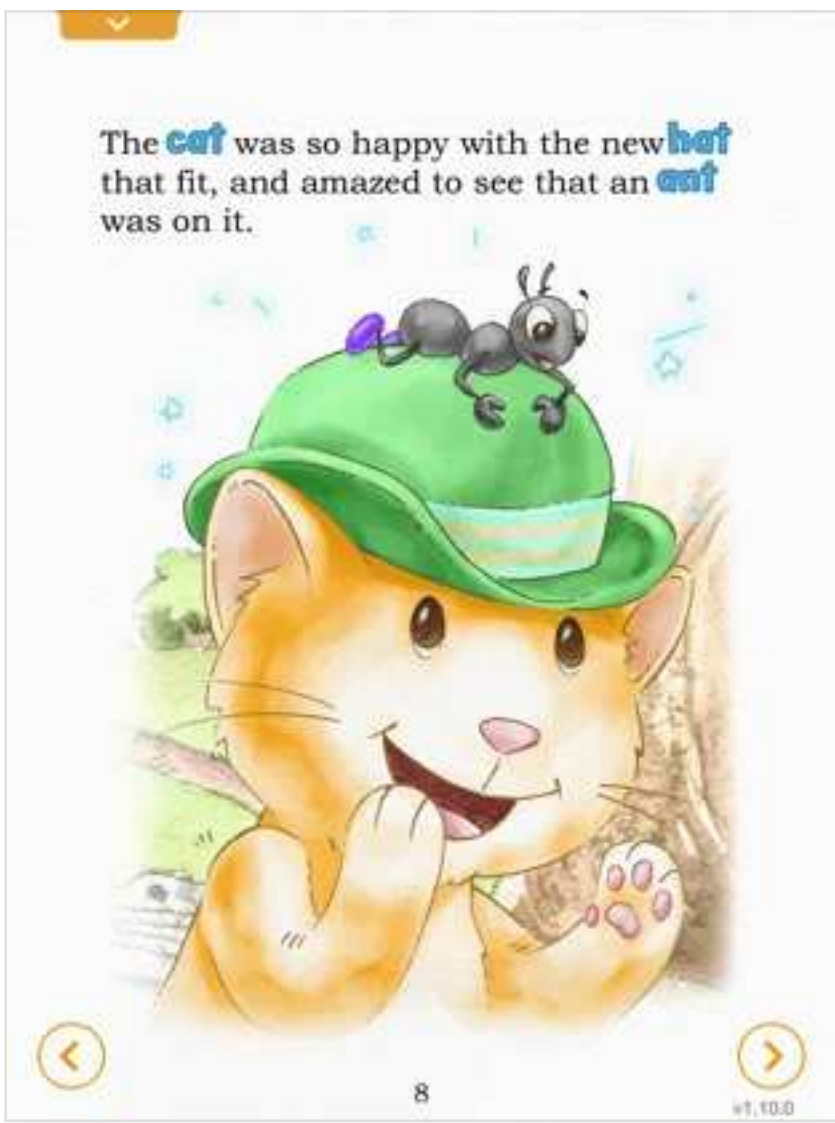
Designed for iPad

★★★★★ 3.7 • 3 Ratings

\$1.99

[View in Mac App Store ↗](#)

## iPad Screenshots



Welcome to ReaderBee.com!

Reader Bee and the Story Tree has won nine major awards including:

- Parent's Choice Gold Award, with Reader Bee, "children learn through multisensory experiences (e.g., hearing, touching, watching, etc.), which have been proven to build strong neural connections in the brain."

- Dr. Toy Classic Toys, "are toys you return to from your own childhood like the shiny, durable Radio Flyer red wagon, scooter, or tricycle. The traditional toys endure and continue to stimulate play."

- Children's Technology Review Editor's Choice Award, 2014, "given to only the highest quality children's products in the interactive media category. These are 'no fail' products...able to keep children engaged for days at a time."

Every game in Reader Bee works together to create the golden "aha" moment when letters become words, words become stories and your child becomes a reader. Learning to read with this Reader Bee app is a joy.

At Reader Bee, we have done research and found that that kids get just the right information at the right time for their growing brains to take in sounds and shapes of letters. So Reader Bee chunks this information so that kids just need to work with six consonants around one vowel in a simple arrangement called a daisy gives them a physical experience of the vowel's special place in words. They learn it with their ears and with their fingers as well as with their eyes – a dynamic combination that research shows creates strong neural connections. With just that one daisy kids can make real words. When you add the rest of the daisies, they have the whole alphabet at their fingertips. And now you can view their progress in the app on the progress screen.

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- 6 books that kids can read at their own pace or follow along
- 6 spelling games for kids to play with word making

According to a reviewer, "Reader Bee is the most fun kids can have learning to read."

\*Awards\*

- 2015 Parent's Choice Gold Award
- 2015 Family Choice Awards
- 2015 Tillywig Award Winner
- 2015 Dr. Toy's 10 Best Classic Toys
- 2014 National Parenting Center Seal of Approval
- 2014 Dr. 100 Best Toys (not just apps!)
- 2014 Dr. Toy 10 Best Technology Toys for Children
- 2014 National Parenting Publications Silver Winner
- 2014 Children's Technology Review, Editor's Choice for Excellence

## What's New

[Version History](#)

- Bug Fixes
- IOS 13+ Compatibility

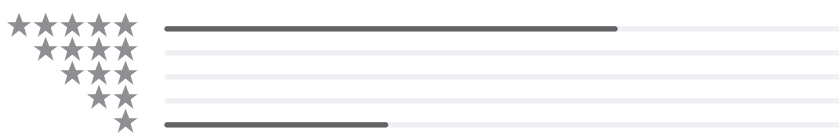
Version 1.5

## Ratings and Reviews

[See All](#)

3.7 out of 5

3 Ratings



Guggy Monster, 03/10/2015

**This app is great!!**  
This app is amazing.




TKRedeker, 04/26/2015

**No sound**  
I was so excited to get this app for my daughter, but there is no sound. The volume is set to high and is working on other apps. Any suggestions?



Natalie Briody, 05/29/2014

**Reader Bee**  
 [more](#)

## App Privacy

[See Details](#)

The developer, **READER BEE LLC**, has not provided details about its privacy practices and handling of data to Apple. For more information, see the [developer's privacy policy](#).



### No Details Provided

The developer will be required to provide privacy details when they submit their next app update.

## Information

Seller  
**READER BEE LLC**

Size  
**607.9 MB**

Category  
**Education**

Compatibility  
**iPad**  
Requires iPadOS 8.0 or later.

Languages  
**English**

Age Rating  
**4+**

**Mac**  
Requires macOS 11 or later and a Mac with Apple M1 chip.

Copyright  
© 2014 Learning Circle Kids LLC

Price  
**\$1.99**

[App Support ↗](#) [Privacy Policy ↗](#)

## Supports

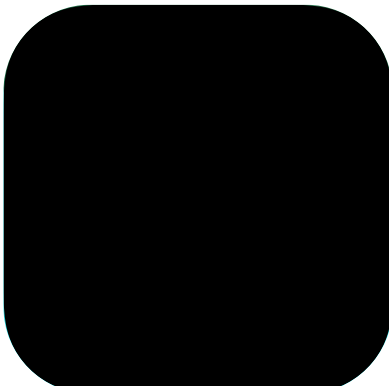


**Family Sharing**

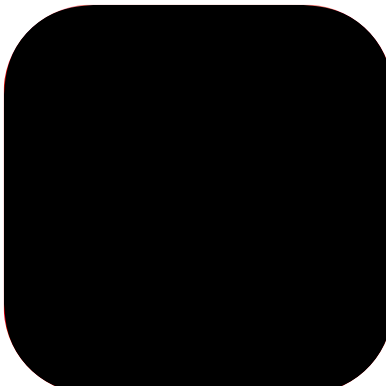
With Family Sharing set up, up to six family members can use this app.

## You May Also Like

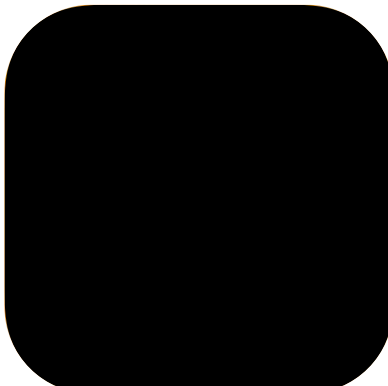
[See All](#)



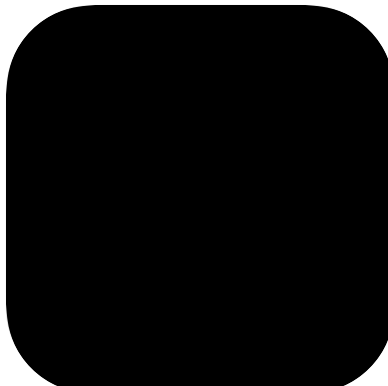
Home - Montessori Vo...  
Education



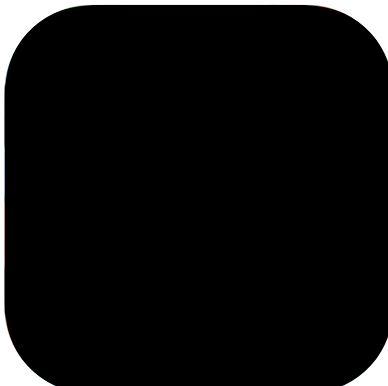
Ready for Math  
Education



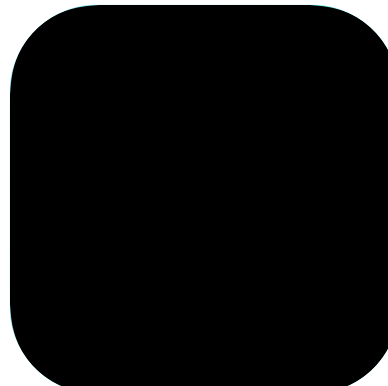
ABC Crazyfingers Alp...  
Education



Equals POP  
Education



Alphabet Letter Match 3  
Education



SCORE IT - Behavior ...  
Education



Version History

1.5

Sep 29, 2020

- Bug Fixes

- iOS 13+ Compatibility

1.4

Jan 9, 2018

Bug fixes and iOS11 Compatibility

1.3

Jan 28, 2015

Login for up to five players, with separate tracking of their progress. Kids put their own picture on their log in, or use a unique Reader Bee picture to recognize their name.

1.2

Oct 30, 2014

- Updated for iOS8

1.1

Jun 12, 2014

Support for earlier versions of iOS

iPad Screenshots

Welcome to ReaderBee.com!

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[Version History](#)

Version 1.5

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This app is amazing.

★☆☆☆☆

TKRedeker, 04/26/2015

No sound

I was so excited to get this app for my daughter, but there is no sound. The volume is set to high and is working on other apps. Any suggestions?

★★★★★

Natalie Briody, 05/29/2014

Reader Bee

more

App Privacy

[See Details](#)

The developer, **READER BEE LLC**, has not provided details about its privacy practices and handling of data to Apple. For more information, see the [developer's privacy policy](#).

No Details Provided

The developer will be required to provide privacy details when they submit their next app update.

Information

Seller

READER BEE LLC

Compatibility

**iPad**  
Requires iPadOS 8.0 or later.

Mac

Requires macOS 11 or later and a Mac with Apple M1 chip.

Copyright

© 2014 Learning Circle Kids LLC

Size

607.9 MB

Languages

English

Price

\$1.99

Category

[Education](#)

Age Rating

4+

[App Support](#)

[Privacy Policy](#)

Supports

Family Sharing

With Family Sharing set up, up to six family members can use this app.

You May Also Like

[See All](#)

Home - Montessori Vo...  
Education

Ready for Math  
Education

ABC Crazyfingers Alp...  
Education

Equals POP  
Education

Alphabet Letter Match 3  
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SCORE IT - Behavior ...  
Education

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**EXHIBIT C**

[Mac](#)[iPad](#)[iPhone](#)[Watch](#)[TV](#)[Music](#)[Support](#)

## App Store Preview

READER BEE LLC

iPad



Reader Bee and Story ...  
Education



Reader Bee and the St...  
Education



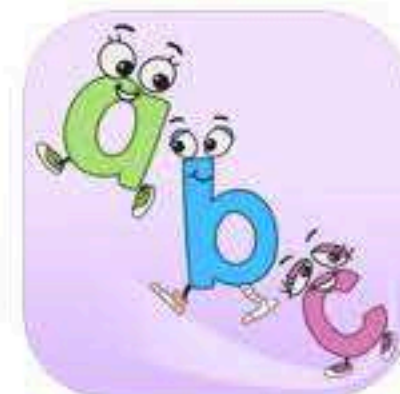
Reader Bee's First Sto...  
Education



Reader Bee - Letter P...  
Education



Reader Bee Sophie St...  
Education



Reader Bee's Runaway  
Education



Reader Bee Sophie St...  
Education



Reader Bee Sophie St...  
Education



Reader Bee Sophie St...  
Education



Reader Bee - Big Lett...  
Education

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**EXHIBIT D**

# United States of America

United States Patent and Trademark Office

## READER BEE

**Reg. No. 4,642,327**

**Registered Nov. 18, 2014**

**Int. Cl.: 9**

**TRADEMARK**

**PRINCIPAL REGISTER**

LEARNING CIRCLE KIDS LLC (DELAWARE LIMITED LIABILITY COMPANY)  
SUITE 100  
5700 NW FISHER CREEK  
CAMAS, WA 98607

FOR: CHILDREN'S EDUCATIONAL SOFTWARE; COMPUTER PROGRAMS FOR USE IN CHILDHOOD EDUCATION; DIGITAL MATERIALS, NAMELY, DOWNLOADABLE ELECTRONIC BOOKS FEATURING CHILDREN'S EDUCATIONAL MATERIAL; DOWNLOADABLE COMPUTER SOFTWARE FOR TEACHING CHILDREN TO READ, WRITE, LEARN WORDS AND READING, AS WELL AS FOR COMPREHENSION AND PHONICS; DOWNLOADABLE ELECTRONIC BOOKS IN THE FIELD OF EDUCATIONAL MATERIAL FOR CHILDREN; DOWNLOADABLE MOBILE APPLICATIONS FOR TEACHING CHILDREN TO READ, WRITE, LEARN WORDS AND READING, AS WELL AS FOR COMPREHENSION AND PHONICS; DOWNLOADABLE MULTIMEDIA FILE CONTAINING ARTWORK, TEXT, AUDIO, VIDEO, GAMES, AND INTERNET WEB LINKS RELATING TO EDUCATIONAL MATERIAL FOR CHILDREN; DOWNLOADABLE SERIES OF FICTION BOOKS, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 5-9-2014; IN COMMERCE 5-9-2014.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

SN 86-063,555, FILED 9-12-2013.

RONALD AIKENS, EXAMINING ATTORNEY



*Michelle K. Lee*

Deputy Director of the United States  
Patent and Trademark Office

**EXHIBIT E**

# United States of America

United States Patent and Trademark Office

## LEARNING CIRCLE KIDS

**Reg. No. 4,642,326**

**Registered Nov. 18, 2014**

**Int. Cl.: 9**

**TRADEMARK**

**PRINCIPAL REGISTER**

LEARNING CIRCLE KIDS LLC (DELAWARE LIMITED LIABILITY COMPANY)  
SUITE 100  
5700 NW FISHER CREEK  
CAMAS, WA 98607

FOR: CHILDREN'S EDUCATIONAL SOFTWARE; COMPUTER PROGRAMS FOR USE IN CHILDHOOD EDUCATION; DIGITAL MATERIALS, NAMELY, DOWNLOADABLE ELECTRONIC BOOKS FEATURING CHILDREN'S EDUCATIONAL MATERIAL; DOWNLOADABLE COMPUTER SOFTWARE FOR TEACHING CHILDREN TO READ, WRITE, LEARN WORDS AND READING, AS WELL AS FOR COMPREHENSION AND PHONICS; DOWNLOADABLE ELECTRONIC BOOKS IN THE FIELD OF EDUCATIONAL MATERIAL FOR CHILDREN; DOWNLOADABLE MOBILE APPLICATIONS FOR TEACHING CHILDREN TO READ, WRITE, LEARN WORDS AND READING, AS WELL AS FOR COMPREHENSION AND PHONICS; DOWNLOADABLE MULTIMEDIA FILE CONTAINING ARTWORK, TEXT, AUDIO, VIDEO, GAMES, AND INTERNET WEB LINKS RELATING TO EDUCATIONAL MATERIAL FOR CHILDREN; DOWNLOADABLE SERIES OF FICTION BOOKS, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 5-9-2014; IN COMMERCE 5-9-2014.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "LEARNING", APART FROM THE MARK AS SHOWN.

SN 86-063,551, FILED 9-12-2013.

RONALD AIKENS, EXAMINING ATTORNEY



*Nichelle K. Lee*

Deputy Director of the United States  
Patent and Trademark Office

**EXHIBIT F**

# United States of America

United States Patent and Trademark Office



**Reg. No. 4,642,328**

**Registered Nov. 18, 2014**

**Int. Cl.: 9**

**TRADEMARK**

**PRINCIPAL REGISTER**

LEARNING CIRCLE KIDS LLC (DELAWARE LIMITED LIABILITY COMPANY)  
SUITE 100  
5700 NW FISHER CREEK  
CAMAS, WA 98607

FOR: CHILDREN'S EDUCATIONAL SOFTWARE; COMPUTER PROGRAMS FOR USE IN CHILDHOOD EDUCATION; DIGITAL MATERIALS, NAMELY, DOWNLOADABLE ELECTRONIC BOOKS FEATURING CHILDREN'S EDUCATIONAL MATERIAL; DOWNLOADABLE COMPUTER SOFTWARE FOR TEACHING CHILDREN TO READ, WRITE, LEARN WORDS AND READING, AS WELL AS FOR COMPREHENSION AND PHONICS; DOWNLOADABLE ELECTRONIC BOOKS IN THE FIELD OF EDUCATIONAL MATERIAL FOR CHILDREN; DOWNLOADABLE MOBILE APPLICATIONS FOR TEACHING CHILDREN TO READ, WRITE, LEARN WORDS AND READING, AS WELL AS FOR COMPREHENSION AND PHONICS; DOWNLOADABLE MULTIMEDIA FILE CONTAINING ARTWORK, TEXT, AUDIO, VIDEO, GAMES, AND INTERNET WEB LINKS RELATING TO EDUCATIONAL MATERIAL FOR CHILDREN; DOWNLOADABLE SERIES OF FICTION BOOKS, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 5-9-2014; IN COMMERCE 5-9-2014.

THE MARK CONSISTS OF A BEE, WITHIN A HEXAGONAL SHAPE, HOLDING A BOOK, WITH AN APPLE ON THE COVER, AND WHEREIN THE BEE IS IN A RECLINED POSITION.

SN 86-063,556, FILED 9-12-2013.

RONALD AIKENS, EXAMINING ATTORNEY



*Michelle K. Lee*

Deputy Director of the United States  
Patent and Trademark Office



**EXHIBIT G**



HOME

Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

<a href="#">File Number:</a>	5449270	<a href="#">Incorporation Date / Formation Date:</a>	12/13/2013 (mm/dd/yyyy)
<a href="#">Entity Name:</a>	READER BEE, LLC		
<a href="#">Entity Kind:</a>	Limited Liability Company	<a href="#">Entity Type:</a>	General
<a href="#">Residency:</a>	Domestic	State:	DELAWARE

REGISTERED AGENT INFORMATION

Name:	CORPORATION SERVICE COMPANY		
Address:	251 LITTLE FALLS DRIVE		
City:	WILMINGTON	County:	New Castle
State:	DE	Postal Code:	19808
Phone:	302-636-5401		

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

Would you like ☐ Status ☐ Status, Tax & History Information

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**EXHIBIT H**

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM628845

<b>SUBMISSION TYPE:</b>	RESUBMISSION		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>RESUBMIT DOCUMENT ID:</b>	900587377		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Learning Circle Kids LLC		12/22/2020	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Reader Bee, LLC		
<b>Also Known As:</b>			
<b>Street Address:</b>	5700 NW Fisher Creek Drive		
<b>Internal Address:</b>	Suite 100		
<b>City:</b>	Camas		
<b>State/Country:</b>	WASHINGTON		
<b>Postal Code:</b>	98607		
<b>Entity Type:</b>	Limited Liability Company: WASHINGTON		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86063551	LEARNING CIRCLE KIDS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>	4155039164		
<b>Email:</b>	admin@ecotechlaw.com		
<b>Correspondent Name:</b>	ECOTECH LAW GROUP, P.C.		
<b>Address Line 1:</b>	THE HEARST BUILDING, 5 THIRD STREET		
<b>Address Line 2:</b>	SUITE 700		
<b>Address Line 4:</b>	SAN FRANCISCO, CALIFORNIA 94103		
<b>ATTORNEY DOCKET NUMBER:</b>	LERNT001US		
<b>NAME OF SUBMITTER:</b>	Dara Tabesh		
<b>SIGNATURE:</b>	/Dara Tabesh/		
<b>DATE SIGNED:</b>	03/01/2021		
<b>Total Attachments: 1</b>			



# ASSIGNMENT

Whereas,

**Learning Circle Kids LLC**, a Delaware limited liability company, located at Suite 100, 5700 NW Fisher Creek, Camas, Washington, United States 98607 (hereinafter the ASSIGNOR) who is record owner of the mark LEARNING CIRCLE KIDS under U.S. Trademark Application No. 86063551 under section 1(a) of the Trademark Act. Applicant is assigning the mark in the above identified application as part of the entire business or portion thereof to which the mark pertains, as required by §15 U.S.C. 1060;

AND WHEREAS, **Reader Bee, LLC**, having place of business at Suite 100, 5700 NW Fisher Creek, Camas, Washington, United States 98607 (hereinafter the ASSIGNEE) is desirous of acquiring all right, title and interest in and to said trademark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said ASSIGNOR by these presents does sell, assign and transfer unto said ASSIGNEE, its successors and assigns, all right, title and interest in and to said trademark and the application for the registration of the trademark, and the goodwill of the business symbolized thereby.

The Commissioner of Patents and Trademarks is requested to issue the Certificate of Registration to said ASSIGNEE if applicable.

IN WITNESS WHEREOF, said ASSIGNOR has hereunto executed this instrument the 22 day of December 2020.

Signed on (Date) 12/22/2020

By Sherrilyn Fisher  
DocuSigned by:

ASSIGNOR: Learning Circle Kids LLC  
Name: Sherrilyn Fisher  
Title: Member

Signed on (Date) 12/22/2020

By Sherrilyn Fisher  
DocuSigned by:

ASSIGNEE: Reader Bee, LLC  
Name: Sherrilyn Fisher  
Title: Member

**EXHIBIT I**

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM628846

<b>SUBMISSION TYPE:</b>	RESUBMISSION		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>RESUBMIT DOCUMENT ID:</b>	900587372		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Learning Circle Kids LLC		12/22/2020	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Reader Bee, LLC		
<b>Street Address:</b>	5700 NW Fisher Creek Drive		
<b>Internal Address:</b>	SUITE 100		
<b>City:</b>	Camas		
<b>State/Country:</b>	WASHINGTON		
<b>Postal Code:</b>	98607		
<b>Entity Type:</b>	Limited Liability Company: WASHINGTON		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86063551	LEARNING CIRCLE KIDS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>	4155039164		
<b>Email:</b>	admin@ecotechlaw.com		
<b>Correspondent Name:</b>	ECOTECH LAW GROUP, P.C.		
<b>Address Line 1:</b>	THE HEARST BUILDING, 5 THIRD STREET		
<b>Address Line 2:</b>	SUITE 700		
<b>Address Line 4:</b>	SAN FRANCISCO, CALIFORNIA 94103		
<b>ATTORNEY DOCKET NUMBER:</b>	LERNT002US		
<b>NAME OF SUBMITTER:</b>	Dara Tabesh		
<b>SIGNATURE:</b>	/Dara Tabesh/		
<b>DATE SIGNED:</b>	03/01/2021		
<b>Total Attachments: 1</b>			
source=LERNT002US_Assignment#page1.tif			



## ASSIGNMENT

Whereas,

**Learning Circle Kids LLC**, a Delaware limited liability company, located at Suite 100, 5700 NW Fisher Creek, Camas, Washington, United States 98607 (hereinafter the ASSIGNOR) who is record owner of the mark **READER BEE** under U.S. Trademark Application No. 86063555 under section 1(a) of the Trademark Act. Applicant is assigning the mark in the above identified application as part of the entire business or portion thereof to which the mark pertains, as required by §15 U.S.C. 1060;

AND WHEREAS, **Reader Bee, LLC**, having place of business at Suite 100, 5700 NW Fisher Creek, Camas, Washington, United States 98607 (hereinafter the ASSIGNEE) is desirous of acquiring all right, title and interest in and to said trademark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said ASSIGNOR by these presents does sell, assign and transfer unto said ASSIGNEE, its successors and assigns, all right, title and interest in and to said trademark and the application for the registration of the trademark, and the goodwill of the business symbolized thereby.

The Commissioner of Patents and Trademarks is requested to issue the Certificate of Registration to said ASSIGNEE if applicable.

IN WITNESS WHEREOF, said ASSIGNOR has hereunto executed this instrument the 22 day of December 2020.

Signed on (Date) 12/22/2020

DocuSigned by:

By Sherrilyn Fisher

6EAB82051EC34D0...

ASSIGNOR: Learning Circle Kids LLC

Name: Sherrilyn Fisher

Title: Member

Signed on (Date) 12/22/2020

DocuSigned by:

B Sherrilyn Fisher

6EAB82051EC34D0...

ASSIGNEE: Reader Bee, LLC

Name: Sherrilyn Fisher

Title: Member

**EXHIBIT J**

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM654498

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Learning Circle Kids LLC		12/22/2020	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Reader Bee, LLC		
<b>Street Address:</b>	5700 NW Fisher Creek Drive		
<b>Internal Address:</b>	Suite 100		
<b>City:</b>	Camas		
<b>State/Country:</b>	WASHINGTON		
<b>Postal Code:</b>	98607		
<b>Entity Type:</b>	Limited Liability Company: WASHINGTON		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86063555	READER BEE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>Email:</b>	admin@ecotechlaw.com		
<b>Correspondent Name:</b>	ECOTECH LAW GROUP, P.C.		
<b>Address Line 1:</b>	THE HEARST BUILDING, 5 THIRD STREET		
<b>Address Line 2:</b>	SUITE 700		
<b>Address Line 4:</b>	SAN FRANCISCO, CALIFORNIA 94103		
<b>NAME OF SUBMITTER:</b>	Dara Tabesh		
<b>SIGNATURE:</b>	/Dara Tabesh/		
<b>DATE SIGNED:</b>	06/17/2021		
<b>Total Attachments: 1</b>			
source=LERNT002US_Assignment#page1.tif			

OP \$40.00 86063555

# ASSIGNMENT

Whereas,

**Learning Circle Kids LLC**, a Delaware limited liability company, located at Suite 100, 5700 NW Fisher Creek, Camas, Washington, United States 98607 (hereinafter the ASSIGNOR) who is record owner of the mark **READER BEE** under U.S. Trademark Application No. 86063555 under section 1(a) of the Trademark Act. Applicant is assigning the mark in the above identified application as part of the entire business or portion thereof to which the mark pertains, as required by §15 U.S.C. 1060;

AND WHEREAS, **Reader Bee, LLC**, having place of business at Suite 100, 5700 NW Fisher Creek, Camas, Washington, United States 98607 (hereinafter the ASSIGNEE) is desirous of acquiring all right, title and interest in and to said trademark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said ASSIGNOR by these presents does sell, assign and transfer unto said ASSIGNEE, its successors and assigns, all right, title and interest in and to said trademark and the application for the registration of the trademark, and the goodwill of the business symbolized thereby.

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Signed on (Date) 12/22/2020

DocuSigned by:

By Sherrilyn Fisher

6EAB82051EC34D0...

ASSIGNOR: Learning Circle Kids LLC

Name: Sherrilyn Fisher

Title: Member

Signed on (Date) 12/22/2020

DocuSigned by:

B Sherrilyn Fisher

6EAB82051EC34D0...

ASSIGNEE: Reader Bee, LLC

Name: Sherrilyn Fisher

Title: Member