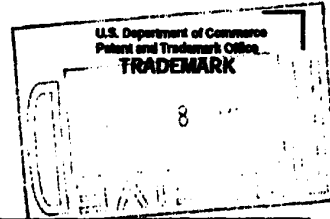


05-20-1998



100715546

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



MED 5-8-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year  
**04101998**
- Merger
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name **Dillard's, Inc.**

**04101998**

Formerly **Dillard Department Stores, Inc.**

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization **Delaware**

Receiving Party

Mark if additional names of receiving parties attached

Name **Knowledge Kids Enterprises, Inc.**

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) **1250 45th Street, Suite 150**

Address (line 2) \_\_\_\_\_

Address (line 3) **Emeryville**

City

**California**

State/Country

**94608**

Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization **Delaware**

15/19/1998 Form 100715546

01 FC:48

46.00

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0851-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0851-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 1729 FRAME: 0306

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1294594"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Bernard R. Gans

*Bernard R. Gans*

5/1/98

Name of Person Signing

Signature

Date Signed

**ASSIGNMENT OF TRADEMARK**

**DILLARD'S, INC.** (formerly known as Dillard Department Stores, Inc.), a Delaware corporation having an address at 1600 Cantrell Road, P.O. Box 486, Little Rock, Arkansas 72203-0486 ("Assignor"), represents and warrants that it is the owner of Federal Registration No. 1,294,594 issued September 11, 1984 for a stylized version of the LeapFrog trademark in connection with boys clothing, namely, sweaters, shirts and jackets, and that it has not heretofore assigned, licensed, hypothecated, or otherwise transferred any interest in or to the trademark LEAP FROG, whether in block form or in the stylized version shown in Registration No. 1,294,594 or any other stylized version, or as one word or two words, or any goodwill represented thereby, or any registrations or applications for registration thereof (all of which versions of the LEAP FROG trademark, goodwill and registrations and applications are collectively referred to herein as the "Mark") to any third party.

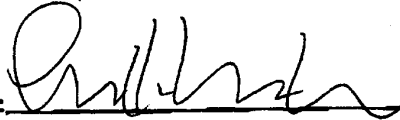
**KNOWLEDGE KIDS ENTERPRISES, INC.**, a Delaware corporation having an address at 1250 45th Street, Suite 150, Emeryville, California 94608 ("Assignee"), desires to acquire all of Assignor's right, title and interest in and to the Mark.

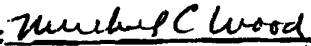
NOW, THEREFORE, for Ten Thousand Dollars (\$10,000) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby irrevocably sell, assign, transfer and convey to Assignee, and Assignee does hereby accept from Assignor, all of Assignor's worldwide right, title and interest in and to the Mark and all rights to any actions, causes of action or claims with respect to infringement of the Mark prior to or pending as of the date of this Assignment.

Assignor and its successors and assigns shall execute and deliver to Assignee any further documents or instruments and shall do any, and all further acts which may be necessary to effect the foregoing assignment, or the recordation or perfection thereof.

DILLARD'S, INC.

KNOWLEDGE KIDS ENTERPRISES, INC.

By:   
Name: Paul J. Schroeder, Jr.  
Title: Vice President & General Counsel  
Dated: April 1, 1998

By:   
Name: Michael C. Wood  
Title: Vice - Pres.  
Dated: 4/10, 1998

LADOCR277921

RECORDED: 05/08/1998

TRADEMARK  
REEL: 1729 FRAME: 0308