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10-29-1998

Form P10-1594

(Rev. 6-93)

OMB No. 0651-011 (exp. 4/94)

10-21-98

RE



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Patent and Trademark Office

100862362

To the Honorable Commissioner of Patents \_\_\_\_\_ attached original documents or copy thereof.

1. Name of conveying party(ies):  
Children's Concept, Inc.

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation-State Pennsylvania  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
 Name: Children's Development, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 103 Foulk Road, Suite 202  
 City: Wilmington State: DE Zip: 19083

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional names(s) & Addresses attached:  Yes  No

3. Nature of Conveyance:

Assignment                       Merger  
 Security Agreement             Change of Name  
 Other \_\_\_\_\_

Execution Date: October 1, 1998

4. Application Number(s) or patent number(s)

A. Trademark Application No.(s)

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

1,735,825  
 1,781,919  
 1,730,089  
 2,184,879

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gary A. Rosen, Esquire  
 Internal Address: \_\_\_\_\_  
Connolly Epstein Chicco Foxman Oxholm  
& Ewing  
 Street Address: 1515 Market Street, 9<sup>th</sup> Floor  
 City: Philadelphia State: PA Zip: 19102

6. Total number of applications and registrations involved:.....  4

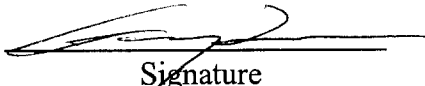
7. Total Fee (37 CFR 3.41).....\$ 115.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number \_\_\_\_\_  
 (Attach duplicate of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Gary A. Rosen, Esquire                                            October 21, 1998  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document:  4

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

10/26/1998 SBURNS 00000120 1735825

01 FC:481 40.00 OP  
02 FC:482 75.00 OP

TRADEMARK  
REEL: 1805 FRAME: 0345

ASSIGNMENT OF TRADEMARK

Dated: As of October 1, 1998

WHEREAS, Children's Concept, Inc., a Pennsylvania corporation ("Assignor"), has adopted, used and is using the registered trademarks set forth in Schedule A hereto (the "Trademarks");

WHEREAS, Assignor owns all of the rights, title and interest in and to the Trademarks and to the goodwill symbolized thereby; and

WHEREAS, Children's Development, Inc., a Delaware corporation ("Assignee"), is desirous of acquiring the Trademarks from Assignor pursuant to the terms of the Capital Contribution and Asset Transfer Agreement dated October 1, 1998 between Assignor and Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged.

Assignor does hereby sell, assign, transfer and set over to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized thereby.

Assignor does also hereby assign, sell, transfer and set over unto Assignee all claims for damages for reason of past infringement of the Trademarks, as well as the right to sue for and collect the same for its own use and enjoyment.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of the date first above written.

CHILDREN'S CONCEPT, INC.

By: Keith C. Spurgeon  
Keith C. Spurgeon  
Chairman And CEO

Commonwealth of Pennsylvania  
County of Montgomery

On this 16 day of October, 1998, before me appeared Keith Spurgeon, the person who signed this instrument, who acknowledged that he/she signed it as a free act on behalf of the Assignor with authority to do so.

Maria Bolay  
(Signature of Notary Public)

Notarial Seal  
Maria Bolay, Notary Public  
Montgomery Twp., Montgomery County  
My Commission Expires Sept. 19, 2002

**SCHEDULE A**

**Registered Trademarks**

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>	<b><u>Issue Date</u></b>
ZANY BRAINY	1,735,825	11/24/92
ZANY BRAINY AND DESIGN	1,781,919	7/13/93
A ZILLION NEAT THINGS FOR KIDS	1,730,089	11/3/92
PRICE CHOMPER	2,184,879	8/25/98