

06-28-1999



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HEET

Our Ref.: 39990-0000

101077110

med 6-21-99

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
- Merger Change of Name
- Effective Date
Month Day Year
June 11, 1999
- Other Release of Security Interest

Conveying Party

____ Mark if additional names of conveying parties attached

Name Congress Financial Corporation as agent for First Union National Bank

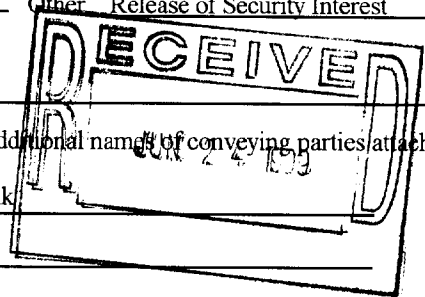
Formerly CoreStates Bank, N.A.

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization California

Execution Date
Month Day Year
June 11, 1999



Receiving Party

____ Mark if additional names of receiving parties attached

Name Zany Brainy, Inc. f/k/a Children's Concept, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 308 East Lancaster Avenue

Address (line 2) Wynnewood, Pennsylvania 19096

Address (line 3) _____

- 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 Pennsylvania

FOR OFFICE USE ONLY

06/25/1999 MTHA11 00000152 75207150

01 FC:481
02 FC:482

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

TRADEMARK
REEL: 001919 FRAME: 0216

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 (202) 467-7517

Name Carole R. Klein, Esq.

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP

Address (line 2) 1800 M Street, NW, Attn: TMSU

Address (line 3) Washington, DC 20036

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

4

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

Mark if additional numbers are 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)

75/207,150 75/207,153
75/207,151 75/207,154

1,730,089 1,735,825
1,781,919 2,184,879
2,185,796 2,223,839

Number of Properties Enter the total number of properties involved. 10

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 265.00

Method of Payment: Enclosed X Deposit Account _____

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes X 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.

Carole R. Klein

Name of Person Signing

Carole R Klein
Signature

June 24, 1999

Date Signed

RELEASE OF SECURITY INTEREST IN TRADEMARKS
AND TRADEMARK APPLICATIONS

KNOW ALL MEN BY THESE PRESENTS, that CONGRESS FINANCIAL CORPORATION, a Delaware corporation, successor by merger to Congress Financial Corporation, a California corporation, acting as agent for First Union National Bank (hereinafter referred to as "Secured Party"), having an office at 1133 Avenue of the Americas, New York, New York 10036, DOES HEREBY CERTIFY that the security interest it holds in certain trademarks and trademark applications of Zany Brainy, Inc., formerly known as Children's Concept, Inc., a Pennsylvania Corporation ("Debtor"), having a place of business at 308 East Lancaster Avenue, Wynnewood, Pennsylvania 19096 pursuant to a certain Trademark Collateral Assignment and Security Agreement, dated October 9, 1997, recorded in the United States Patent and Trademark Office on November 4, 1997 at Reel 1651, Frame 0257 (the "Trademark Security Agreement"), which trademarks and trademark applications are more fully identified on Schedule A annexed hereto and made a part hereof, together with the goodwill of the business symbolized thereby, is released and all interest in such property previously assigned to Secured Party under the Trademark Security Agreement is hereby reassigned to Debtor, without representation or warranty of any kind, nature or description.

IN WITNESS WHEREOF, Secured Party, as agent for First Union National Bank, has caused this Release of Security Interest in Trademarks to be executed by its duly authorized corporate officer this 11 day of June 1999.

CONGRESS FINANCIAL CORPORATION, as agent

By: John T. Hany
Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 11 day of June 1999, before me personally came John T. Garuel, to me known, who being by me duly sworn, did depose and say, that he is the Vice President of CONGRESS FINANCIAL CORPORATION and that said instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged said instrument to be the free act and deed of said corporation.

Amy Hotaling
Notary Public

AMY HOTALING
NOTARY PUBLIC, State of New York
#4862066 Qualified in New York County
Commission Expires June 23, 2000

TRADEMARK
REEL: 001919 FRAME: 0218

SCHEDULE A

LIST OF TRADEMARK REGISTRATIONS AND APPLICATIONS

Registrations

<u>Mark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Registration Date</u>
A ZILLION NEAT THINGS FOR KIDS	74/231,765	1,730,089	November 3, 1992
ZANY BRAINY	74/203,317	1,735,825	November 24, 1992
ZANY BRAINY Plus Design	74/311,435	1,781,919	July 13, 1993
PRICE CHOMPER	75/207,152	2,184,879	August 25, 1998
ZANY ZONE	75/323,100	2,185,796	September 1, 1998
KIDSULTANT	75/343,031	2,223,839	February 16, 1999

Applications

<u>Mark</u>	<u>Serial Number</u>	<u>Application Date</u>
PRICE CHOMPER Plus Design	75/207,150	September 17, 1996
PC Plus Design	75/207,151	September 17, 1996
Miscellaneous Design	75/207,153	September 17, 1996
PRICE CHOMPER Plus Design	75/207,154	September 17, 1996