

12-09-1999



101218198

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MRD 11/15/99

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 Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
11/9/99

Name CHILDREN'S CONCEPT, INC.

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name CHILDREN'S DEVELOPMENT, INC.

DBA/AKA/TA

Composed of

Address (line 1) 103 Foulk Road

Address (line 2) Suite 202

Address (line 3) Wilmington Delaware USA 19083
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization

12/07/1999 DNGUYEN 00000249 501089 75539490

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 200.00 CH

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 (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. 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: 001996 FRAME: 0681

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" value="75-539490"/>	<input type="text" value="75-611215"/>	<input type="text" value="75-611593"/>	<input type="text" value="2,185,796"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75-539496"/>	<input type="text" value="75-611246"/>	<input type="text"/>	<input type="text" value="2,223,839"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75-539497"/>	<input type="text" value="75-611592"/>	<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.

Gary A. Rosen

Name of Person Signing

Signature

Date Signed

11/12/99

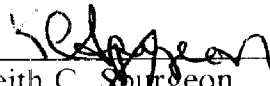
**ASSIGNMENT OF TRADEMARKS, TRADEMARK REGISTRATIONS &
APPLICATIONS FOR TRADEMARK REGISTRATIONS**

Intending to be legally bound hereby, CHILDREN'S CONCEPT, INC., a Pennsylvania corporation now known as ZANY BRAINY, INC., by these presents hereby assigns, transfers and conveys unto CHILDREN'S DEVELOPMENT INC., a Delaware corporation, all of its right, title and interest to the trademarks which have been registered on the Principal Register of the United States, as set forth in Schedule A hereto, and to the trademarks for which applications for registration on the Principal Register of the United States have been filed and are pending as set forth in Schedule B hereto, together with all good will associated therewith.

For the aforesaid consideration, CHILDREN'S CONCEPT, INC. (now known as ZANY BRAINY, INC.), hereby covenants, agrees and undertakes to execute, whenever requested by CHILDREN'S DEVELOPMENT, INC., all trademark registration applications, lawful oaths and any other papers which CHILDREN'S DEVELOPMENT, INC. may deem necessary or desirable for securing to CHILDREN'S DEVELOPMENT, INC. or for maintaining for CHILDREN'S DEVELOPMENT, INC. all of the trademarks, trademark registrations and applications for trademark registrations hereby assigned, all without further compensation to CHILDREN'S CONCEPT, INC.

CHILDREN'S CONCEPT, INC. (now known as ZANY BRAINY, INC.) hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Assignment.

CHILDREN'S CONCEPT, INC.
(now known as ZANY BRAINY, INC.)



Keith C. Spurgeon
Chairman and Chief Executive Officer

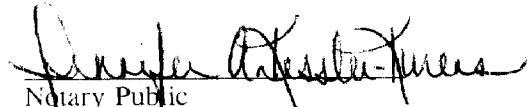
Dated: 11/9/99

ACKNOWLEDGEMENT

STATE OF Pennsylvania :
 : ss.
COUNTY OF Montgomery :

Before me, a notary public in and for the State and County aforesaid, on this 9th day of November, 1999, personally appeared Keith C. Spurgeon, who being known personally to me, and who having first executed the foregoing instrument in my presence and have been by me first duly sworn, did acknowledge that he/she was authorized to execute the foregoing instrument as a free deed and act on behalf of Kids USA, Inc., sealed and delivered for the purpose therein stated and intending to be legally bound thereby and intending that said instrument be recorded.

**Zany
Brainy,
Inc.**



Notary Public
My Commission Expires:

NOTARIAL SEAL
Jennifer A. Kessler-Kurens, Notary Public
Lower Merion Twp., Montgomery County
My Commission Expires Oct 14, 2002

SCHEDULE A

Registered Trademarks to be Assigned to Children's Development, Inc.

<u>Name</u>	<u>Registration Number</u>	<u>Goods</u>
ZANY ZONE	2,185,796	Printed publications, namely newsletters, magazines, informational flyers, catalogs and newspapers all in the field of toys, games, hobbies, crafts, audio, video and computer entertainment and education
KIDSULTANT	2,223,839	Retail Store services featuring books, magazines, video and audio cassette tapes and other formats, computer software, stationary, games, toys and arts and craft supplies, and other educational and multi-media items and other items for use by children

SCHEDULE B

Registered Trademarks to be Assigned to Children's Development, Inc.

<u>Name</u>	<u>Serial Number</u>	<u>Goods</u>
MY LITTLE PLAY PALS	75-539490	Dolls and doll accessories
HUGS-N-SNUGS	75-539496	Dolls and doll accessories
DOLLS TO LOVE	75-539497	Dolls and doll accessories
ZANY BRAINY	75-611215	Paper goods and painted matter, namely pen/pencil pouches, rulers, binders, pens, pocket folders, writing pads, carrying cases, arts and crafts supplies, paint sets and books. Toys, namely toy figures and accessories. Therefor, board games, card games, activity toys for infants, and childrens dolls, dolls clothing and doll accessories; toy modeling compounds and accessories therefor; plush toys, stuffed toys, puzzles; drawing toys; toy model hobby-craft kits, puppets and musical toys.
ZANYBRAINY.COM	75-611246	On-line retail store services featuring books, magazines, video and audio recordings, computer software, stationery, games, toys and arts and craft supplies
ZANY BRAINY CHOMPER	75-611592	Retail store services showing value and reduced prices and featuring books, magazines, video and audio cassettes and other pre-recorded electronic formats, computer software, stationery, games, toys, arts and crafts supplies and other

<u>Name</u>	<u>Serial Number</u>	<u>Goods</u>
MISCELLANEOUS PRICE CHOMPER	75-611593	educational and multimedia items for use by children, parents and/or teachers for children
		Retail store services showing value and reduced prices and featuring books, magazines, video and audio cassettes and other pre-recorded electronic formats, computer software, stationery, games, toys, arts and crafts supplies and other educational and multimedia items for use by children, parents and/or teachers for children