

12-09-1999



101218199

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  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

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

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)      
City State/Country Zip Code

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

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.)

12/07/1999 DNGUYEN 00000250 501089 75788783

FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

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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: 0687

**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="75-788783"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75-768225"/>	<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.

Gary A. Rosen

Name of Person Signing

Signature

Date Signed

11/12/99

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

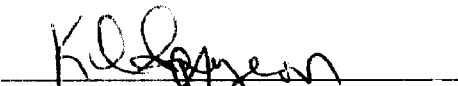
Intending to be legally bound hereby, ZANY BRAINY, INC., a Pennsylvania corporation, by these presents hereby assigns, transfers and conveys unto CHILDREN'S DEVELOPMENT INC., a Delaware corporation, all of its right, title and interest to the trademarks for which applications for registration on the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

For the aforesaid consideration, 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 ZANY BRAINY, INC.

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.

ZANY BRAINY, INC.

Dated: 11/9/99

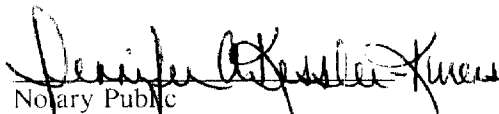
  
\_\_\_\_\_  
Keith C. Spurgeon  
Chairman and Chief Executive Officer

**ACKNOWLEDGEMENT**

STATE OF Pennsylvania  
: ss.  
COUNTY OF Montgomery

Before me, a notary public in and for the State and County aforesaid, on this 9<sup>th</sup> 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.
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Notary Public  
My Commission Expires:

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

Trademark Registration Applications to be Assigned to Children's Development, Inc.

<u>Name</u>	<u>Serial Number</u>	<u>Goods</u>
DREAM DOUGH	75-768225	Toys, namely modeling compound and apparatus to work with modeling compound
OCEANMOTION	75-788783	Paper goods and printed matter, namely pen/pencil pouches, rulers, binders, pens, pocket folders, carrying cases and books  Housewares and glass, namely lunch kits