

ASSIGNMENT

WHEREAS, United Way of Minneapolis Area, a Minnesota non-profit corporation with a business address at 404 South Eight Street, Minneapolis, Minnesota (hereinafter "Assignor"), has used the Trademark in each of the forms set forth on the accompanying Schedule A in commerce (the "Trademark"); and

WHEREAS, Assignor is assigning the Trademark (in each of its forms), together with the business to which the mark pertains and any goodwill associate therewith; and

WHEREAS, United Way of America, a New York not-for-profit corporation with a business address at 701 North Fairfax Street, Alexandria, Virginia (Assignee), the successor of the ongoing and existing business of Assignor to which the mark pertains, is desirous of acquiring all right, title, and interest in and to the Trademark and the goodwill of the business associated therewith.

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which Assignor hereby acknowledges, Assignor hereby transfers and assigns unto Assignee, all of its right, title, and interest in and to the Trademark, the registrations thereof, and the goodwill of the business associated therewith.

This Assignment shall be binding upon Assignor, its successors and/or assigns and all other acting, by, through, with or under it direction and all those in privity therewith.

UNITED WAY OF MINNEAPOLIS AREA

By: *James C. Colville*

Print Name: James C. Colville

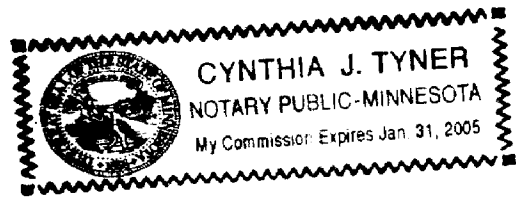
Title: President

Date: November 11, 1999

Now comes James C. Colville and has subscribed and sworn to before me that he has executed the foregoing Assignment at his free act and deed, this 11th day of November, 1999.

Cynthia J. Tyner
Notary Public

N12:20.34910.01



SCHEDULE A

U.S. Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
SUCCESS BY 6	1,614,314	9/18/90
SUCCESS BY 6 and Design	1,661,983	10/22/91

Goods/Services: organizing and conducting education services and training for pre-school age children and their care givers featuring workshops, seminars, lectures, and the like to promote quality early childhood development.

Unregistered Forms of the Mark

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
SUCCESS BY 6 (Horizontal format)	unregistered (see attached Exhibit A)	
SUCCESS BY 6 (Diagonal format)	unregistered (see attached Exhibit A)	

Goods/Services: organizing and conducting education services and training for pre-school age children and their care givers by promoting quality early childhood development by organizing workshops, seminars, and lectures.

International Registrations

<u>Country</u>	<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
Canada	SUCCESS BY 6 and Design	471,107	2/18/97

Goods/Services: organizing and conducting education services and training for pre-school age children and their care givers by promoting quality early childhood development by organizing workshops, seminars, and lectures.

International Applications

<u>Country</u>	<u>Mark</u>	<u>Appl. No.</u>	<u>Filing Date</u>
Canada	SUCCESS BY 6 (Dual Language Version)	1020579	6/28/99

Goods/Services: organizing and conducting education services and training for pre-school age children and their care givers by promoting quality early childhood development by organizing workshops, seminars, and lectures.

EXHIBIT A

SUCCESS BY 6 (Horizontal format)

SUCCESS **B**Y **6**[®]

Helping all children succeed for life.

SUCCESS BY 6 (Diagonal format)

SUCCESS
BY
6[®]

Helping all children succeed for life.