

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"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1,852,370"/> | <input type="text"/> | <input type="text"/> |
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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.

Matthew R. Jenkins

5-12-00

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

This trademark assignment ("**Assignment**") is made as of November 23, 1999, by Peter Li, Inc., an Ohio corporation, located at 330 Progress Road, Dayton, Ohio 45449 ("**Seller**") to Earlychildhood.com L.L.C., a California limited liability company, located at 2 Lower Ragsdale Drive, Monterey, California 93940 ("**Buyer**").

Buyer is purchasing certain assets of Seller under an Agreement of Purchase and Sale of Assets dated as of November 23, 1999 (the "**Agreement**") between Seller and Buyer.

Unless otherwise defined in this Assignment, all terms used herein which are defined in the Agreement shall have the meaning given them in the Agreement.

This Assignment shall become effective as of the Closing Date.

For good and valuable consideration, receipt of which is hereby acknowledged:

1. Seller hereby irrevocably assigns and transfers to Buyer all right, title and interest of Seller in and to the trademarks listed on Exhibit A attached hereto, with the registrations and applications therefor, together with the goodwill of the business symbolized by such trademarks, and all causes of action (including the right to sue for past infringement) arising from any of the trademarks transferred hereby.
2. No representations or warranties with respect to the subject matter hereof shall be deemed to be made in this Assignment, and all limitations and disclaimers with respect to such representations and warranties set forth in the Agreement are incorporated herein by this reference.
3. Upon reasonable request by (and at the expense of) Buyer, Seller will execute, acknowledge and deliver such additional instruments of assignment as may be reasonably necessary to establish the ownership of record of all trademarks transferred under this Assignment.

IN WITNESS WHEREOF, Seller has caused this Assignment to be duly executed as of the date first above written.

PETER LI, INC.
an Ohio corporation

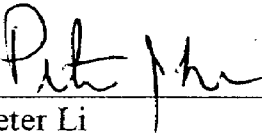
By  _____
Peter Li
President

EXHIBIT A
TO TRADEMARK ASSIGNMENT

| <u>Mark</u> | <u>Reg./App. No.</u> | <u>Reg. Date</u> |
|----------------------|----------------------|-------------------|
| Early Childhood News | 1,852,370 | September 6, 1994 |

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RECORDED: 05/25/2000

TRADEMARK
REEL: 002089 FRAME: 0336