

07-14-2000



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CPW/PATM/ICE

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

6-20-00

- 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
- Other

Effective Date
Month Day Year
6/6/00

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
6/6/00

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)

- 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

FOR OFFICE USE ONLY

07/13/2000 DNGUYEN 00000290 1634440

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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: 002100 FRAME: 0772

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)

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:

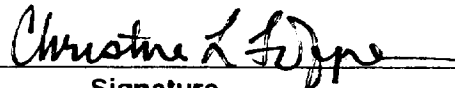
Yes

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.

Christine L. Lofgren, Esq.



6/15/00

Name of Person Signing

Signature

Date Signed

RELEASE OF SECURITY INTEREST

KNOW ALL MEN BY THESE PRESENTS that Prodigy Child Development Centers, Inc., a Georgia corporation (hereinafter "PCDC"), with its principal place of business at 8601 Dunwoody Place, Suite 714, Atlanta, Georgia 30350, for One (\$1.00) Dollar and other good and valuable consideration, does hereby release and discharge the security interest created by the Trademark Collateral Assignment and Security Agreement dated January 13, 1995 and recorded on September 30, 1996 at Reel 1511, Frame 0544 in the U.S. Patent and Trademark Office and in particular the security interest in the mark and name PRODIGY, in all its forms and uses, and in all of the servicemarks, trademarks and applications therefor, tradenames and slogans (collectively, the "Trademarks") listed on Exhibit "A" attached hereto and hereby incorporated herein by reference, together with all proceeds thereof, the right to sue for past, present, and future infringements, and all rights corresponding thereto throughout the world, and the goodwill of the business to which each of the Trademarks relates (the "Security Interest"), granted to it by Children's Discovery Centers of America, Inc., with a principal place of business at 4340 Redwood Highway, Building B, San Rafael, California 94903, Tax I.D. No. 06-1097006, the debt secured by the Security Interest having been paid and satisfied in full.

IN WITNESS WHEREOF, said PCDC has hereunto caused its corporate name to be subscribed and seal affixed by Gene Eidelman, its Chief Executive Officer, thereby authorized, as of this 6 day of June, 2000.

Signed, Sealed and Delivered in the Presence of:

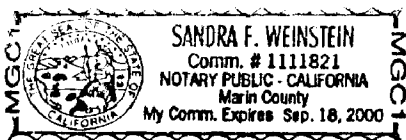
PRODIGY CHILD DEVELOPMENT CENTERS, INC.

By: [Signature]
Gene Eidelman
Chief Executive Officer

State of CALIFORNIA
County of MARIN

ss: 56035146;
JUNE 6, 2000

Before me personally appeared Gene Eidelman of said Prodigy Child Development Centers, Inc., the signer and sealer of the foregoing instrument, who acknowledged the same to be the free act and deed of said Prodigy Child Development Centers, Inc.



[Signature]
Print Name: SANDRA F. WEINSTEIN
Notary Public
My Commission Expires: 9/18/00

EXHIBIT A

(a) Debtor's entire right, title and interest in and to, and all records, files and correspondence related to all servicemarks, trademarks and applications therefor, copyrights and applications therefor, tradenames and slogans used at any time by Debtor in the conduct of the child care centers (the "Centers") operated by Debtor at the locations listed below (such conduct is hereinafter referred to as the "Business"):

- i) 4200 Jimmy Carter Boulevard, Norcross, Georgia;
- ii) 1240 Warsaw Road, Roswell, Georgia;
- iii) 4677 Paper Mill Road, Marietta, Georgia;
- iv) 4506 Roswell Road, Atlanta, Georgia;
- v) 2710 Holcomb Bridge Road, Alpharetta, Georgia;
- vi) 7450 Trowbridge Road, Atlanta, Georgia; and
- vii) 5470 Spalding Drive, Norcross, Georgia.

(b) United States Federal Service Mark Registration No. 1,634,440 and all goodwill.

(c) The trade name "Prodigy" and all combinations or variations thereof used by Debtor in connections with the Business, at any of the Centers or any of the buildings, structures and improvements, now or hereafter located on land utilized by the Business.

(d) The schematic as outlined on Exhibit 1 attached hereto, used on Debtor's letterhead and all art work and drawings used in connection therewith.

(e) All of Debtor's marketing brochures and sales publications in connection with the Business.

Int. Cls.: 41 and 42

Prior U.S. Cls.: 100, 101 and 107

United States Patent and Trademark Office

Reg. No. 1,634,440

Registered Feb. 5, 1991

**SERVICE MARK
PRINCIPAL REGISTER**

PRODIGY
CHILD DEVELOPMENT CENTERS

PRODIGY CHILD DEVELOPMENT CENTERS
INC. (GEORGIA CORPORATION)
SUITE 714
8601 DUNWOODY PLACE
ATLANTA, GA 30350

FOR: EDUCATIONAL SERVICES, NAMELY,
PROVIDING COURSES OF INSTRUCTION AT
THE PRIMARY LEVEL IN CLASS 41 (U.S. CL.
107).

FIRST USE 11-1-1982 IN COMMERCE
11-1-1982

FOR: CHILDCARE SERVICES, IN CLASS 42
(U.S. CLS. 100 AND 101).

FIRST USE 11-1-1982 IN COMMERCE
11-1-1982

NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "CHILD DEVELOPMENT
CENTERS", APART FROM THE MARK AS
SHOWN.

SER. NO. 74-021,002 FILED 1-22-1990.

JENNIFER BRUST, EXAMINING ATTORNEY

EXHIBIT 1