

MRD 1122101

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02-01-2001

U.S. Department of Commerce

Patent and Trademark Office



To the Honorable Commissioner of Patents and Trademark

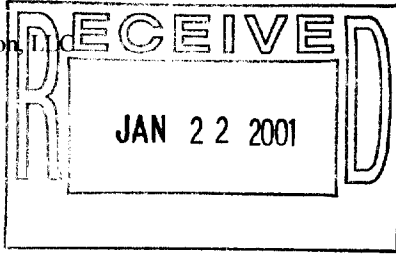
nts or copy thereof.

101602248

1. Name of conveying party(ies):
 Little Pros' Academy of Preston, NC

Individual
 General Partnership
 Corporation-State:
 Other: North Carolina limited liability company

Additional name(s) of conveying party(ies) attached? Yes No



2. Name and address of receiving party(ies):
 Little Pros' Academy Holdings, Inc.
 107 A Quail Field Court
 Morrisville, North Carolina 27560

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 11, 2001

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s)
 A. Trademark Application No(s):

Additional numbers attached? Yes No

B. Trademark Registration No(s):
2,329,033; 2,329,638; 2,329,637

5. Name and address of party to whom correspondence concerning document should be mailed:
 A. José Cortina, Esq.
 Kilpatrick Stockton LLP
 3737 Glenwood Avenue, Suite 400
 Raleigh, North Carolina 27612

6. Total number of applications and registrations involved: 3

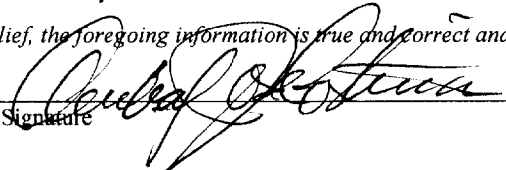
7. Total fee (37 CFR 3.41) \$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 16-1435

01/31/2001 DBYRNE 00000224 2329033
 01 FC:481 40.00 DP
 02 FC:482 50.00 DP

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9. 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.

A. José Cortina  January 18, 2001
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
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 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK ASSIGNMENT

WHEREAS, Little Pros' Academy of Preston, LLC, a North Carolina limited liability corporation, having its principal offices at 107 A Quail Field Court, Morrisville, North Carolina 27560, ("ASSIGNOR") has adopted, used, is using and is the owner of the following trademarks:

<u>Trademark</u>	<u>U.S. Registration No.</u>
LITTLE PROS' ACADEMY	2,329,033
LITTLE PROS' ACADEMY (and Design)	2,329,638
LITTLE PROS' ACADEMY (and Design)	2,329,637


WHEREAS, Little Pros' Academy Holdings, Inc., a Delaware corporation, having its principal offices at 107 A Quail Field Court, Morrisville, North Carolina 27560 ("ASSIGNEE") is desirous of acquiring said marks of ASSIGNOR;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR hereby assigns to ASSIGNEE all right, title and interest in and to said marks throughout the world, including without limitation the above-identified U.S. Trademark registrations, and any and all other corresponding applications or registration(s), together with the good will of the business symbolized by the marks.

Signed at Morrisville, NC, as of this 19th day of January, 2001.

ASSIGNOR:

Little Pros' Academy of Preston, LLC

By: 
Eli Zablud

Title: Manager

NORTH CAROLINA

Wake County

This 11th day of January, A.D. 2001, personally came before me, Debbie Will, Notary Public for said County and State, Eli Zablud, who, being by me duly sworn, says that he is Manager of Little Pros' Academy of Preston, LLC, a limited liability corporation, and that the seal affixed to the foregoing instrument in writing is the corporate seal of said company, and that said writing was signed and sealed by him in behalf of said corporation by its authority duly given. And the said Eli Zablud acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and official seal, this the 11th day of January, A.D. 2001.

Debbie Will
Notary Public

DEBBIE WILL
NOTARY PUBLIC
WAKE COUNTY, N.C.
My Commission Expires 4-12-2003

My commission expires: _____, A.D. _____.

RALLIB01:581149.1

CERTIFICATE OF MAILING BY FIRST CLASS MAIL

I hereby certify that this correspondence is addressed to the United States Patent and Trademark Office, Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231, and is being deposited with the United States Postal Service as First Class mail with sufficient postage on **January 18, 2001**.

Christy O. Brown

(Printed or typed name of the person mailing the paper or fee)



(Signature of the person mailing the paper or fee)

January 18, 2001

(Date of Signature)

RALLIB01:450564.01