

MRD 11/23/01

11-23-2001



101900415

11-23-01

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Knowledge Kids Enterprises, Inc. / Explore Acquisition Corporation

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: September 25, 2000

2. Name and address of receiving party(ies)

Name: Knowledge Kids Enterprises, Inc. Internal Address: Street Address: 1400 65th Street City: Emeryville State: CA Zip: 94608

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,153,155 and 2,345,831

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Tsan Abrahamson

Internal Address: LeapFrog Enterprises, Inc.

11/23/2001 6TOM11 00000127 501483 2153155

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

Street Address: 6401 Hollis Street, Suite 150

City Emeryville State: CA Zip: 94608-1070

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$80.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

501483

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Tsan Abrahamson Name of Person Signing

Signature

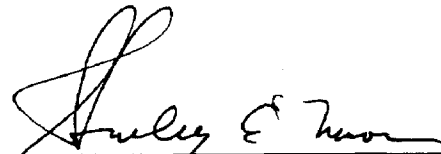
10 NOV 01 Date

Total number of pages including cover sheet, attachments, and document: 6

ASSIGNMENT

FOR VALUE RECEIVED, and in consideration of the cancellation of all of the issued and outstanding stock of KKE/Explore Acquisition Corp., the undersigned hereby assigns, sets over and transfers to Knowledge Kids Enterprises, Inc. all of its assets, subject to all of its liabilities, whether or not reflected on the books of the undersigned, as of September 25, 2000.

KKE/EXPLORE ACQUISITION CORP.

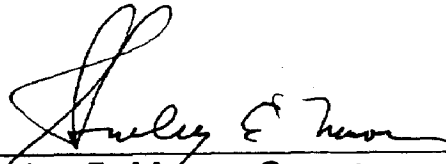
By:   
Stanley E. Maron, Secretary

ASSIGNMENT

FOR VALUE RECEIVED, and in consideration of the cancellation of all of the issued and outstanding stock of KKE/Explore Acquisition Corp., the undersigned hereby assigns, sets over and transfers to Knowledge Kids Enterprises, Inc. all of its assets, subject to all of its liabilities, whether or not reflected on the books of the undersigned, as of September 25, 2000.

KKE/EXPLORE ACQUISITION CORP.

By:



Stanley E. Maron, Secretary