

12/21/01

01-15-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): CEC Holdings I, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: KGS Educational Heritage, LLC Internal Address: Street Address: 2895 Greenspoint Pkwy, Ste 600 City: Hoffman Estates State: IL Zip: 60195 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other limited liability company If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 12/20/2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1017159, 1017158, 2167482 Additional number(s) attached [] Yes [x] No

6. Total number of applications and registrations involved: 3

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Tanya L. Curtis Internal Address: Katten Muchin Zavis Street Address: 525 W. Monroe Street Suite 1600 City: Chicago State: IL Zip: 60661

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

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Becky A. Williams Name of Person Signing Signature Date 12/21/2001 Total number of pages including cover sheet, attachments, and document: 3

01/14/2002 DBYRNE 00000581 1017159

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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40.00 OP 50.00 OP

TRADEMARK REEL: 002424 FRAME: 0156

**TRADEMARK ASSIGNMENT FROM
CEC HOLDINGS I, INC. TO KGS EDUCATIONAL HERITAGE, LLC**

This Assignment is made this 30th day of December, 2001, by CEC Holdings I, Inc. f/k/a The Katharine Gibbs Schools, Inc., a Delaware corporation ("Assignor"), located at 2895 Greenspoint Parkway, Suite 600, Hoffman Estates, Illinois 60195, to KGS Educational Heritage, LLC, a Delaware limited liability company ("Assignee"), located at 2895 Greenspoint Parkway, Suite 600, Hoffman Estates, Illinois 60195.

WHEREAS, Assignor has adopted and used in its business the trademarks identified on **Schedule A** hereto and the registrations therefor (the "Trademarks");

WHEREAS, Assignee desires, and Assignor has agreed to assign to Assignee, the entire right, title and interest in and to the Trademarks, together with the goodwill of the business connected with the use of and symbolized by the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee its entire right, title, and interest in, to and under the Trademarks and the registrations therefor, together with the goodwill of the business connected with the use of and symbolized by the Trademarks and the right to sue and recover for any past infringements of the Trademarks.

FURTHER, Assignor agrees to execute and provide promptly after its execution hereof, such further instruments, documents or assignments as may be reasonably necessary to effectuate the purposes of this transaction and to consolidate, vest and record in Assignee Assignor's rights in and to the Trademarks.


IN WITNESS WHEREOF the Assignor has executed this instrument.

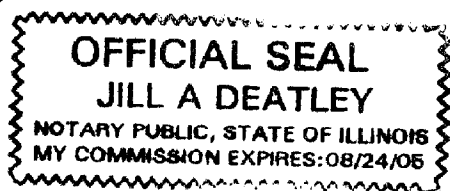
CEC HOLDINGS I, INC.

By: 
Name: Patrick K. Pesch
Title: Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF Kane)

SUBSCRIBED AND SWORN
to before me this 20th day
of December, 2001


Notary Public



SCHEDULE A

Trademark Registrations

Mark	Registration No.	Registration Date
KATHARINE GIBBS	1,017,159	07/29/1975
KATHARINE GIBBS SCHOOL	1,017,158	07/29/1975
GIBBS MEANS BUSINESS	2,167,482	06/23/1998

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