

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Knowledge Learning Enterprises, Inc. (f/k/a Children's World Learning Centers, Inc. its predecessor in interest)		10/01/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Knowledge Learning Corporation
Street Address:	650 NE Holladay Street, Suite 1400
City:	Portland
State/Country:	OREGON
Postal Code:	97232
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Registration Number:	2622124	A SUMMER JAM OF FESTIVAL FUN!
Registration Number:	2259820	
Registration Number:	2373235	CHAMPIONS
Registration Number:	2882063	CHAMPIONS
Registration Number:	1606796	CHILDREN'S WORLD LEARNING CENTERS
Registration Number:	2785709	CHILDREN'S WORLD OF READING
Registration Number:	0905288	CHILDREN'S WORLD
Registration Number:	2189883	DAYBRIDGE
Registration Number:	1714574	EARLY IMPRESSIONS
Registration Number:	2358354	EVERY STEP IS AN OPPORTUNITY TO LEARN
Registration Number:	2315326	C
Registration Number:	2081953	FUNFEST

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Registration Number:	2348977	HOLIDAY FUNFEST
Registration Number:	2732230	KIDS ON THE GO
Registration Number:	2732231	KIDS ON THE JOB
Registration Number:	2518178	MAKING A DIFFERENCE FOR MORE THAN 30 YEARS
Registration Number:	2300403	MEDALLION
Registration Number:	2676837	MEGA MIX OF AFTER-SCHOOL KICKS!
Registration Number:	2840567	MEGA MIX OF SUMMER KICKS
Registration Number:	2412736	MERITOR
Registration Number:	2243928	MERITOR
Registration Number:	2100062	PATHWAYS PRESCHOOL PLUS
Registration Number:	1622985	PATHWAYS
Registration Number:	1927401	QUEST 4 FUN
Registration Number:	1929224	QUEST 4 FUN!
Registration Number:	2355977	SEE WHERE YOUR CHILD CAN GO
Registration Number:	2567159	SET YOUR MIND FREE
Registration Number:	2789123	SUMMERTIME CHAMPIONS
Registration Number:	2404530	SUMMERTIME CHAMPIONS
Registration Number:	2815479	THE DO-RIGHT CREW
Registration Number:	2743918	THE GREAT BREAK ESCAPE
Registration Number:	2365171	TRACK PACK
Registration Number:	2586339	WAY COOL, RIGHT AT SCHOOL!
Registration Number:	1633500	WE CALL IT LEARNING CHILDREN CALL IT FUN
Registration Number:	2592828	WHERE LEARNING AND FUN BECOME ONE
Registration Number:	2892993	WHERE LIFETIME LEARNING BEGINS

CORRESPONDENCE DATA

Fax Number: (213)430-6407

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: gdurham@omm.com

Correspondent Name: Gina M. Durham, Esq.

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NAME OF SUBMITTER:	Gina M. Durham
Signature:	/Gina M. Durham/

Date:

11/12/2005

Total Attachments: 3

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TRADEMARK ASSIGNMENT *NUNC PRO TUNC*

WHEREAS, Knowledge Learning Enterprises, Inc., a Delaware corporation (formerly known as Children's World Learning Centers, Inc. its predecessor in interest) with a place of business at 650 N.E. Holladay Street, Portland, Oregon 97232 ("Assignor") is the owner of the various trademarks (the "Marks") identified in Attachment A, and

WHEREAS, Knowledge Learning Corporation, a Delaware corporation with a place of business at 650 N.E. Holladay Street, Portland, Oregon 97232 ("Assignee"), is desirous of acquiring the Marks, the good will associated with the Marks, and any and all applications and registrations thereof;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title, and interest in and to the Marks, all choses in action (including the right to bring suit for past infringement of the Marks), together with the good will of the business symbolized by the Marks, and any applications and registrations thereof, *nunc pro tunc*, as of October 1, 2005.

Knowledge Learning Enterprises, Inc.

Date: 10/1/05

By: Eva M. Kripalani
Name: EVA M. KRIPALANI
Title: SR. VICE PRESIDENT, GENERAL COUNSEL and secretary

Knowledge Learning Corporation

Date: 10/1/05

By: Eva M. Kripalani
Name: EVA M. KRIPALANI
Title: SR. VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY

ATTACHMENT A
US Trademark Registrations

Mark	Registration No.	Serial No.
A SUMMER JAM OF FESTIVAL FUN!	2622124	76/184906
BRANCH DESIGN	2259820	75/262686
CHAMPIONS	2373235	75/300603
CHAMPIONS	2882063	76/097244
CHILDREN'S WORLD LEARNING CENTERS	1606796	73/201220
CHILDREN'S WORLD OF READING	2785709	76/429087
CHILDREN'S WORLD	905288	72/309841
DAYBRIDGE	2189883	75/217658
EARLY IMPRESSIONS	1714574	74/165321
EVERY STEP IS AN OPPORTUNITY TO LEARN	2358354	75/474265
FIGURE WITH C DESIGN	2315326	75/394726
FUNFEST	2081953	74/614065
HOLIDAY FUNFEST	2348977	75/355775
KIDS ON THE GO	2732230	78/154097
KIDS ON THE JOB	2732231	78/154106
MAKING A DIFFERENCE FOR MORE THAN 30 YEARS	2518178	75/746055
MEDALLION	2300403	75/300599
MEGA MIX OF AFTER-SCHOOL KICKS!	2676837	76/296939
MEGA MIX OF SUMMER KICKS	2840567	76/017592
MERITOR	2412736	75/198316
MERITOR	2243928	75/978211
PATHWAYS PRESCHOOL PLUS	2100062	75/011410
PATHWAYS	1622985	74/038580
QUEST 4 FUN	1927401	74/525719
QUEST 4 FUN!	1929224	74/502994
SEE WHERE YOUR CHILD CAN GO	2355977	75/474267
SET YOUR MIND FREE	2567159	76/226302
SUMMERTIME CHAMPIONS AND DESIGN	2789123	76/016943
SUMMERTIME CHAMPIONS	2404530	75/398242

Mark	Registration No.	Serial No.
THE DO-RIGHT CREW	2815479	76/362186
THE GREAT BREAK ESCAPE	2743918	76/308137
TRACK PACK	2365171	75/514442
WAY COOL, RIGHT AT SCHOOL!	2586339	76/097293
WE CALL IT LEARNING CHILDREN CALL IT FUN	1633500	74/028830
WHERE LEARNING AND FUN BECOME ONE	2592828	76/185255
WHERE LIFETIME LEARNING BEGINS	2892993	76/553624

State Trademark Registrations

Mark	Registration No.	State
GRANT RANCH DAY SCHOOL	19981082312	Colorado
PATHWAYS CHILD CARE SERVICES	N/A	Wisconsin
PATHWAYS CHILDCARE SERVICES "WE'RE FUNDAMENTAL"	N/A	Wisconsin

Trade Names

Medallion School Partnership
 Meritor Academy
 Academy of Danville
 CWLC, Inc.
 Daybridge Child Development Centers
 Daybridge Educational Partnerships
 Lindley Oaks School (The)
 Monterey Center for Children and Families
 Children's Academy at El Rancho
 Crestview Academy
 Daybridge Educational Partner
 Family Learning Place
 Meritor Academy, Inc.
 Meritus Educational Resources Company
 Work/Life Partnerships
 Children's Academy at Carmel
 Koala Care
 Community College of Philadelphia, Child
 Development Center
 CoreStates Children's Learning center
 Harcum Children's Academy
 Amrein's Child Development Center
 Bright Horizons
 Bright Horizon Conservatoire
 Maryview Academy
 Merit School

Merriweather Private School
 Stars and Tykes
 Learning Landscapes