

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
EFFECTIVE DATE:	01/18/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Harriet Ziefert, Inc.		01/18/2007	CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	Begin Smart LLC		
Street Address:	387 Park Avenue South		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10016		
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78859638	BEGIN SMART	
CORRESPONDENCE DATA			
Fax Number:	(212)261-9864		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-541-2064		
Email:	nyuspto@bryancave.com		
Correspondent Name:	Todd Braverman, Esq.		
Address Line 1:	1290 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10104		
ATTORNEY DOCKET NUMBER:	0135647		
NAME OF SUBMITTER:	Todd Braverman		
Signature:	/tjbraverman/		

CH \$40.00 78859638

Date:

01/29/2007

Total Attachments: 3

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TRADEMARK AND CHARACTER ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT is entered into as of the 18 day of January, 2007 by and between Harriet Ziefert and Harriet Ziefert, Inc. or an affiliate of Harriet Ziefert, c/o Blue Apple Books, 515 Valley Street, Maplewood, NJ 07040 (hereinafter together referred to as "Assignor") and Begin Smart LLC, a New York limited liability company, with a business address at 387 Park Avenue South, New York, New York 10016 (hereinafter referred to as "Assignee").

WHEREAS, Assignor has adopted and used in its business the trade names, fictitious names, logos, designs, characters, book titles, series designations, domain names, common law trademarks and service marks and trademark and service mark registrations and applications listed on the attached Schedule A (hereinafter referred to as the "Marks"); and

WHEREAS, Assignor has entered into an Operating Agreement of Begin Smart LLC, dated as of Jan 15, 2007 with Assignee transferring to Assignee all right, title and interest that Assignor may have in and to the Marks and any applications or registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which are symbolized by the Marks, along with the right to recover damages and profits for past infringements thereof; and

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign, sell, transfer and convey unto Assignee, all right, title and interest in and to the Marks, including such other trademarks, service marks, trade names, domain names and trade dress as may be owned by Assignor and used in connection with the Marks, and any applications or registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which are symbolized by the Marks, including, but not limited to, the use of the Marks in any manner; and Assignor does hereby further assign, sell, transfer and convey unto Assignee any and all claims of Assignor for past infringement and any and all causes of action of Assignor with respect to or arising out of the Marks, along with the right to recover damages and profits for past infringements thereof.

Assignor agrees to execute and deliver at the request of Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts Assignee may require in order to vest all Assignor's rights, title, and interest in and to the Marks in Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.

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IN WITNESS WHEREOF, the undersigned has duly executed this Trademark AND Character Assignment Agreement for and on behalf of Assignor as of the day and year first above written.

ASSIGNOR

HARRIET ZIEFERT, INC.

By: Harriet Ziefert
Its: [Signature]

ASSIGNOR

HARRIET ZIEFERT

By: Harriet Ziefert

SCHEDULE A - TRADEMARKS

NO.	MARK	APP. NO.
1.	BEGIN SMART	78/859638
2.	PUSH THE BUTTON	
3.	TURN THE DIAL	
4.	LOOK AT ME	
5.	MOMMY AND ME	
6.	DADDY AND ME	
7.	PLAY COLORS	
8.	PLAY SHAPES	
9.	HAPPY	
10.	ON OFF	
11.	HELLO, BABY	
12.	WHAT DOES BABY SEE	
13.	LET'S GET DRESSED	
14.	LET'S PRETEND	
15.	HI BYE	
16.	ONE TWO	
17.	ANIMAL FACES	
18.	NO YES	
19.	NO BATH FOR ME	
20.	CHARLIE'S SHAPES	
21.	SYLVIE'S NUMBERS	
22.	PAT! PAT!	
23.	QUACK! QUACK!	
24.	WHAT DOES BABY SAY?	
25.	WHAT DOES BABY DO?	
26.	WHO AM I?	
27.	UNPUBLISHED	