

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
The Brainy Baby Company, LLC		02/02/2011	LIMITED LIABILITY COMPANY: GEORGIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Brainy Acquisitions, Inc.		
<b>Doing Business As:</b>	DBA The Brainy Company		
<b>Street Address:</b>	460 Brogdon Road, Suite 400		
<b>City:</b>	Suwanee		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30024		
<b>Entity Type:</b>	CORPORATION: GEORGIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3214699	LAUGH & LEARN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(404)521-4632		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	404-897-5252		
<b>Email:</b>	Leebeebie@aol.com		
<b>Correspondent Name:</b>	Lee B. Beitchman		
<b>Address Line 1:</b>	215 14th St., NW		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30318		
<b>NAME OF SUBMITTER:</b>	Lee B. Beitchman		
<b>Signature:</b>	/Lee B. Beitchman/		
<b>Date:</b>	02/02/2011		

OP \$40.00 3214699

Total Attachments: 1

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## TRADEMARK ASSIGNMENT

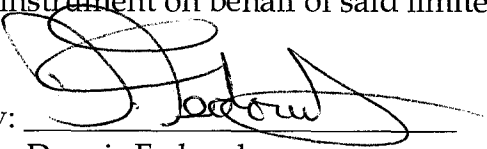
Whereas, The Brainy Baby Company, LLC whose address is 460 Brogdon Road, Suite 400, Suwanee, Georgia 30024 has adopted, used and is using the mark "LAUGH & LEARN" which is registered in the United States Patent and Trademark Office, Registration No. 3214699, dated March 6, 2007 (the "Mark");

Whereas, Brainy Acquisitions, Inc. d/b/a The Brainy Company whose address is 460 Brogdon Road, Suite 400, Suwanee, Georgia 30024 is desirous of acquiring the Mark thereof;


Now therefore, for good and valuable consideration, receipt of which is hereby acknowledged, The Brainy Baby Company, LLC does hereby assign unto Brainy Acquisitions, Inc. all right, title and interest in the said Mark, together with the good will of the business symbolized by the Mark, and the above registration thereof.

State of Georgia  
County of Fulton

Dennis Fedoruk states that he is an officer and signatory of The Brainy Baby Company, LLC and is authorized to execute this instrument on behalf of said limited liability company.

By:   
Dennis Fedoruk

Subscribed and sworn to before me  
this 2<sup>nd</sup> day of February, 2011.

  
Notary Public