

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
KinderCare Learning Centers, Inc.		05/02/2011	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	KinderCare Learning Centers LLC
<b>Street Address:</b>	650 N. Holladay Street
<b>Internal Address:</b>	Suite 1400
<b>City:</b>	Portland
<b>State/Country:</b>	OREGON
<b>Postal Code:</b>	97232
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 31**

Property Type	Number	Word Mark
Registration Number:	2075223	FEED ME FUN
Registration Number:	2121660	FUN-VENTIONS
Registration Number:	1345219	
Registration Number:	2082421	KC IMAGINATION HIGHWAY
Registration Number:	2155322	KC IMAGINATION HIGHWAY
Registration Number:	1513719	KINDER BEAR
Serial Number:	76346892	KINDERACADEMY
Serial Number:	78806546	KINDERACADEMY
Serial Number:	76347007	KINDER CAMPUS
Serial Number:	78806554	KINDER CAMPUS
Registration Number:	1224603	KINDER CARE
Registration Number:	1594176	KINDER CARE
Registration Number:	1905371	KINDER CARE

CH \$790.00 2075223

Registration Number:	1142919	KINDERCARE
Registration Number:	1238509	KINDERCARE
Registration Number:	1859542	KINDERCARE
Registration Number:	1580750	KINDERCARE AT WORK
Registration Number:	2140676	KINDERCARE'S COMPUTER CLUB
Registration Number:	2163614	KINDERCARE'S COMPUTER CLUB
Registration Number:	2308798	KINDERGARTEN AT KINDERCARE...JOURNEY TO DISCOVERY
Registration Number:	1270349	KINDEROO
Registration Number:	2786396	KINDUSTRY
Registration Number:	1536887	LET ME DO IT
Registration Number:	1879578	LET'S MOVE, LET'S PLAY
Registration Number:	2277813	MULBERRY CHILD CARE & PRESCHOOL
Registration Number:	2272060	MULBERRY CHILD CARE CENTERS, INC.
Registration Number:	1538530	MY WINDOW ON THE WORLD
Registration Number:	2528156	RAZZMATAZZ
Registration Number:	1425219	
Registration Number:	2134246	WELCOME TO LEARNING
Registration Number:	2320557	YOUR CHILD'S FIRST CLASSROOM

**CORRESPONDENCE DATA**

Fax Number: (215)701-2171  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 215-665-2771  
Email: sschwartz@cozen.com  
Correspondent Name: Scott Bradley Schwartz  
Address Line 1: 1900 Market Street  
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	KLC680/284862
NAME OF SUBMITTER:	Scott Bradley Schwartz
Signature:	/Scott B Schwartz/
Date:	05/31/2011

Total Attachments: 2  
source=KinderCare to KinderCare LLC#page1.tif  
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# Delaware

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*The First State*

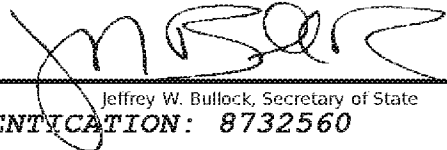
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "KINDERCARE LEARNING CENTERS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "KINDERCARE LEARNING CENTERS, INC." TO "KINDERCARE LEARNING CENTERS LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF MAY, A.D. 2011, AT 8:50 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF MAY, A.D. 2011, AT 9 O'CLOCK A.M.

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110477567



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8732560

DATE: 05-02-11

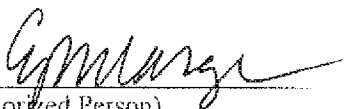
You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004551 FRAME: 0484

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY  
PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the corporation first formed is:  
November 14, 1986
4. The name of the Corporation immediately prior to filing this Certificate is:  
KinderCare Learning Centers, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is:  
KinderCare Learning Centers LLC
6. The conversion shall become effective at 9:00am EDT on May 02, 2011  
(the "Conversion Effective Time").

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion  
on May 02, 2011.

  
\_\_\_\_\_  
(Authorized Person)  
Name: Elizabeth Large  
Title: Executive Vice President, General Counsel,  
and Corporate Secretary