

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Knowledge Learning Corporation		05/02/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Knowledge Universe Education LLC
Street Address:	650 NE Holladay Street
City:	Portland
State/Country:	OREGON
Postal Code:	97232
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 115

Property Type	Number	Word Mark
Registration Number:	1933905	GET REAL SUMMER FUN
Registration Number:	1622982	PATHWAYS
Registration Number:	1726592	WORLD CHAMPIONS
Registration Number:	1767826	TOTALLY HEROIC SUMMER FUN
Registration Number:	1767827	TOTALLY HEROIC
Registration Number:	1925969	THE ULTIMATE ADVENTURE
Registration Number:	2315326	C
Registration Number:	1633500	WE CALL IT LEARNING CHILDREN CALL IT FUN
Registration Number:	1622985	PATHWAYS
Registration Number:	2081953	FUNFEST
Registration Number:	2100062	PATHWAYS PRESCHOOL PLUS
Registration Number:	2412736	MERITOR
Registration Number:	2300403	MEDALLION
Registration Number:	2348977	HOLIDAY FUNFEST

CH \$2890.00 1933905

Registration Number:	2404530	SUMMERTIME CHAMPIONS
Registration Number:	2358354	EVERY STEP IS AN OPPORTUNITY TO LEARN
Registration Number:	2355977	SEE WHERE YOUR CHILD CAN GO
Registration Number:	2365171	TRACK PACK
Registration Number:	2518178	MAKING A DIFFERENCE FOR MORE THAN 30 YEARS
Registration Number:	2789123	SUMMERTIME CHAMPIONS
Registration Number:	2882063	CHAMPIONS
Registration Number:	2586339	WAY COOL, RIGHT AT SCHOOL!
Registration Number:	2622124	A SUMMER JAM OF FESTIVAL FUN!
Registration Number:	2592828	WHERE LEARNING AND FUN BECOME ONE
Registration Number:	2676837	MEGA MIX OF AFTER-SCHOOL KICKS!
Registration Number:	2785709	CHILDREN'S WORLD OF READING
Registration Number:	3036892	EARLY FOUNDATIONS
Registration Number:	3010318	DISCOVER WHERE LIFETIME LEARNING BEGINS
Registration Number:	2732230	KIDS ON THE GO
Registration Number:	2732231	KIDS ON THE JOB
Registration Number:	2496725	WHERE LEARNING COMES NATURALLY
Registration Number:	0905288	CHILDREN'S WORLD
Registration Number:	1659140	CHILDREN'S DISCOVERY CENTERS
Registration Number:	1643947	PIAGET DISCOVERY SCHOOL
Registration Number:	1683354	CAMBRIDGE LEARNING CENTRE
Registration Number:	1714574	EARLY IMPRESSIONS
Registration Number:	1929224	QUEST 4 FUN!
Registration Number:	1927401	QUEST 4 FUN
Registration Number:	2189883	DAYBRIDGE
Registration Number:	2373235	CHAMPIONS
Registration Number:	2243928	MERITOR
Registration Number:	2840567	MEGA MIX OF SUMMER KICKS
Registration Number:	2650339	
Registration Number:	2567159	SET YOUR MIND FREE
Registration Number:	2842138	CAMBRIDGE ACADEMY
Registration Number:	2743918	THE GREAT BREAK ESCAPE
Registration Number:	2815479	THE DO-RIGHT CREW
Registration Number:	2892993	WHERE LIFETIME LEARNING BEGINS
Registration Number:	3025753	MEDALLION SCHOOL PARTNERSHIPS

	3010327	PARTNERS AROUND LITERACY
Registration Number:	3755026	
Registration Number:	3296777	KELSEY'S LEARNING ADVENTURES
Registration Number:	3322735	KELSEY'S SPANISH ADVENTURES
Registration Number:	3296778	KELSEY'S MATH ADVENTURES
Registration Number:	3322736	KELSEY'S PHONICS ADVENTURES
Registration Number:	3296780	KELSEY'S READING ADVENTURES
Registration Number:	3410113	CATCH THE WAVE
Registration Number:	3444350	CCLC
Registration Number:	3568316	C CCLC
Registration Number:	3460978	HANDS-ON SCIENCE FUN! SCIENCE ADVENTURES A DIVISION OF KLC SCHOOL PARTNERSHIPS
Registration Number:	3430921	SCIENCE ADVENTURES
Registration Number:	3579010	ON CARE ONLINE CHILD CARE SERVICES
Registration Number:	3674061	LEARNING ADVENTURES
Registration Number:	3674062	PHONICS ADVENTURES
Registration Number:	3674063	MATH ADVENTURES
Registration Number:	3674064	SPANISH ADVENTURES
Registration Number:	3674065	READING ADVENTURES
Registration Number:	3674066	ACTIVE ADVENTURES
Registration Number:	3646848	
Registration Number:	3829218	
Registration Number:	3737628	TIME WARNER CABLE ARENA
Registration Number:	3842738	COOKING ADVENTURES
Registration Number:	3744561	SUMMER ADVENTURES
Registration Number:	3874580	THE GROVE SCHOOL
Registration Number:	3756350	PLAYING & LEARNING WITH MOMMY
Registration Number:	3884068	
Registration Number:	3728412	CHAMPIONS SCIENCE ADVENTURES
Registration Number:	3728414	CHAMPIONS ACADEMY
Registration Number:	3742516	CHAMPIONS EXTENDED LEARNING
Registration Number:	3728415	CHAMPIONS
Registration Number:	3482302	KLC SCHOOL PARTNERSHIPS
Registration Number:	3341671	KNOWLEDGE LEARNING CORPORATION SCHOOL PARTNERSHIPS

Registration Number:	3298089	CAMP CAMBRIDGE
Registration Number:	3538966	
Registration Number:	3574177	CHAMPIONS
Registration Number:	3574178	GO ONE BETTER!
Registration Number:	3574179	CHAMPIONS...GO ONE BETTER!
Registration Number:	3538980	TOGETHER WE INSPIRE
Registration Number:	3538982	TOGETHER WE INSPIRE. CONFIDENCE GROWTH CREATIVITY CURIOSITY
Registration Number:	3538983	DISCOVER LEARN TOGETHER WE INSPIRE. DREAM CREATE SHARE
Serial Number:	75158752	MERITUS
Serial Number:	76241245	AWESOME AMERICA
Serial Number:	76311667	A MEGA MIX OF RIGHT-AT-SCHOOL KICKS!
Serial Number:	76319978	A MEGA MIX OF RIGHT AT SCHOOL KICKS
Serial Number:	75404822	IMAGINASIUM
Serial Number:	75262488	
Serial Number:	76325362	MERITUS
Serial Number:	77004376	
Serial Number:	77465352	
Serial Number:	77465358	
Serial Number:	78960164	CAMBRIDGE SCHOOLS
Serial Number:	77114680	EARLY FOUNDATIONS
Serial Number:	77835950	THE GROVE SCHOOL
Serial Number:	77713189	CHAMPIONS ACADEMY
Serial Number:	77713198	CHAMPIONS EXTENDED LEARNING
Serial Number:	77713203	CHAMPIONS SCIENCE ADVENTURES
Serial Number:	85049849	CAMBRIDGE
Serial Number:	85119017	GUIDED DISCOVERY
Serial Number:	85049856	CAMBRIDGE PRESCHOOLS
Serial Number:	85049858	CAMBRIDGE SCHOOLS
Serial Number:	85175099	BOOKSMARTS
Serial Number:	75147318	LIFETIME IMPRESSIONS
Serial Number:	77713157	CHAMPIONS
Serial Number:	77911541	MUSIC ADVENTURES
Serial Number:	85015165	GUIDED DISCOVERY

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
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Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	KLC680/284862
NAME OF SUBMITTER:	Scott Bradley Schwartz
Signature:	/Scott B Schwartz/
Date:	06/03/2011
Total Attachments: 2 source=KLC to KUE#page1.tif source=KLC to KUE#page2.tif	

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 "KNOWLEDGE LEARNING CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "KNOWLEDGE LEARNING CORPORATION" TO "KNOWLEDGE UNIVERSE EDUCATION LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF MAY, A.D. 2011, AT 8:51 O'CLOCK A.M.

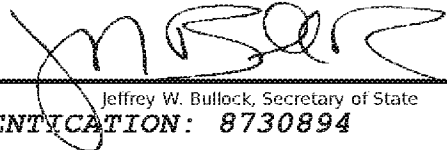
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF MAY, A.D. 2011, AT 9:30 O'CLOCK A.M.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8730894

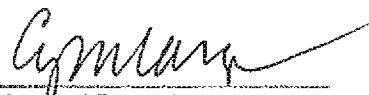
DATE: 05-02-11

TRADEMARK
REEL: 004553 FRAME: 0381

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:
December 23, 1983
4. The name of the Corporation immediately prior to filing this Certificate is:
Knowledge Learning Corporation
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is:
Knowledge Universe Education LLC
6. The conversion shall become effective at 9:30am 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