

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Kindercare Learning Centers, Inc.		05/02/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Kindercare Learning Centers LLC		
<b>Street Address:</b>	650 NE Holladay Street		
<b>City:</b>	Portland		
<b>State/Country:</b>	OREGON		
<b>Postal Code:</b>	97232		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3925621	KINDERCARE	
<b>Registration Number:</b>	3733415	KINDERCARE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2156657273		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	2156657273		
<b>Email:</b>	cmiller@cozen.com		
<b>Correspondent Name:</b>	Camille M. Miller		
<b>Address Line 1:</b>	1900 Market Street		
<b>Address Line 2:</b>	IP Department		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103		
<b>ATTORNEY DOCKET NUMBER:</b>	KLC0647/228555		
<b>NAME OF SUBMITTER:</b>	Camille M. Miller		
<b>Signature:</b>	/Camille M. Miller/		

CH \$65.00 3925621

**TRADEMARK**

Date:

11/05/2012

Total Attachments: 2

source=KinderCare to KinderCare LLC.pdf#page1.tif

source=KinderCare to KinderCare LLC.pdf#page2.tif

# Delaware

PAGE 1

*The First State*

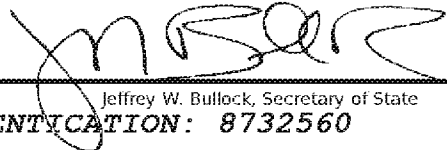
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "KINDERCARE LEARNING CENTERS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME 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.

2107446 8100V

110477567



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8732560

DATE: 05-02-11

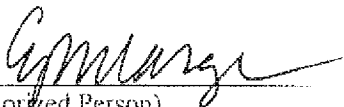
You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004894 FRAME: 0289

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