

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Correction of Typographical Error in Name of Registrant		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Kindercare Learning Centers LLC		11/08/2012
	Entity Type LIMITED LIABILITY COMPANY: OREGON		
RECEIVING PARTY DATA			
Name:	Kindercare Learning Centers LLC		
Street Address:	650 N. Holladay Street		
Internal Address:	Suite 1400		
City:	Portland		
State/Country:	OREGON		
Postal Code:	97232		
Entity Type:	LIMITED LIABILITY COMPANY: OREGON		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Serial Number:	85507789	KINDERCARE
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	215-665-7273		
Email:	cmiller@cozen.com		
Correspondent Name:	Camille M. Miller		
Address Line 1:	1900 Market Street		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
ATTORNEY DOCKET NUMBER:	KLC - MATTER #126706		
NAME OF SUBMITTER:	Camille M. Miller		
Signature:	/Camille M. Miller/		

CH \$40.00 85507789

Date:

11/08/2012

Total Attachments: 2

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Delaware

PAGE 1

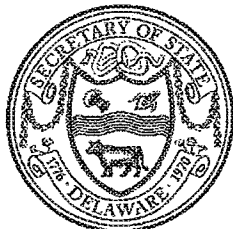
The First State

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.

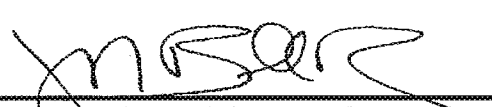
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF MAY, A.D. 2011, AT 9 O'CLOCK A.M.

2107446 8100V

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8732560

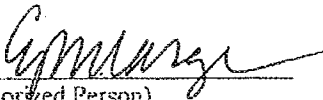
DATE: 05-02-11

TRADEMARK
REEL: 004896 FRAME: 0246

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