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Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (Rev. 03/01/2002)



U.S. DEPARTMENT OF COMMERCE  
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To the Honorable Commissioner of Patents and Trademarks, please return the enclosed original documents or copy thereof.

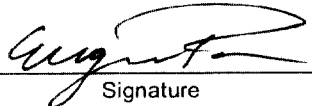
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| <p>1. Name of conveying party(ies):<br/><b>KIPP, Inc.</b></p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association<br/> <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership<br/> <input checked="" type="checkbox"/> Corporation-State (<b>Delaware</b>)<br/> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies)<br/>Name: <b>KIPP Foundation</b></p> <p>Internal<br/>Address: _____</p> <p>Street Address: <b>345 Spear St., Suite 510</b></p> <p>City: <b>San Francisco</b> State: <b>CA</b> Zip: <b>94105</b></p> <p><input type="checkbox"/> Individual(s) citizenship _____<br/> <input type="checkbox"/> Association _____<br/> <input type="checkbox"/> General Partnership _____<br/> <input type="checkbox"/> Limited Partnership _____<br/> <input type="checkbox"/> Corporation-State _____<br/> <input checked="" type="checkbox"/> Other: <b>California public benefit corporation</b></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No<br/> (Designations must be a separate document from assignment)<br/> Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> |
| <p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment      <input type="checkbox"/> Merger<br/> <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name<br/> <input type="checkbox"/> Other _____</p> <p>Execution Date: <b>10/22/01</b></p>   |  |

|   |  |
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| <p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)<br/><b>75-895,295</b><br/><b>75-927,180</b></p> | <p>B. Trademark Registration No.(s)<br/><b>2,347,241</b></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input type="checkbox"/> No</p> |
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| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <b>Eugene M. Pak</b></p> <p>Internal Address: <b>Steinhart &amp; Falconer LLP</b></p> <p>Street Address: <b>333 Market St., Suite 3200</b></p> <p>City: <b>San Francisco</b> State: <b>CA</b> Zip: <b>94105</b></p> | <p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">3</span></p> <p>7. Total fee (37 CFR 3.41)..... <b>\$ 90.00</b></p> <p><input type="checkbox"/> Enclosed<br/> <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:<br/><b>19-4215</b></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p> |
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9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Eugene M. Pak            10-31-01  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 2

12/06/2001 LMUELLER 00000205 194215 7589295

Documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

01 FC:481 40.00 CH  
02 FC:482 50.00 CH

TRADEMARK  
REEL: 002404 FRAME: 0239

**TRADEMARK ASSIGNMENT**

**THIS AGREEMENT** is made by and between **KIPP Inc.**, a corporation organized and existing under the laws of the State of Delaware, located and doing business at 10711 Kipp Way, Houston, Texas 77099 and **KIPP Foundation**, a California public benefit corporation, located and doing business at 345 Spear Street, Suite 510, San Francisco, CA 94105 (the "**Foundation**") and effective as of October 22, 2001 (the "Effective Date").

**WHEREAS**, KIPP Inc. and the Foundation have entered into a Trademark and Domain Name Assignment Agreement effective as of October 22, 2001(the "Agreement");

**WHEREAS**, pursuant to the Agreement, KIPP Inc. desires to assign to the Foundation all of its rights, title and interest in and to the Marks, as set forth below, together with the goodwill of the business pertaining thereto;

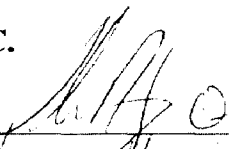
**WHEREAS**, KIPP Inc., has adopted, used and is using the following trademarks which are registered and/or pending in the United States Patent and Trademark Office (the "Marks"):

|                            |                          |            |
|----------------------------|--------------------------|------------|
| THE KIPP ACADEMY           | Federal Registration No. | 2,347,241  |
| KIPP                       | Application Serial No.   | 75,895,295 |
| KNOWLEDGE IS POWER PROGRAM | Application Serial No.   | 75,927,180 |

**NOW THEREFORE**, in consideration of the foregoing premises, the mutual covenants and agreements contained in the Agreement, KIPP Inc. hereby transfers and assigns to the Foundation all of its rights, title and interest in and to said Marks and the Federal Registrations and Applications therefore, along with the goodwill of the business associated therewith and symbolized thereby.

**IN WITNESS WHEREOF**, KIPP Inc. has caused this document to be executed by its authorized officer on the date indicated below.

**KIPP INC.**

Signature:   
Name: Steven A. Harris  
Title: Chairman  
Dated: 10 22 01