

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

KidVid, Inc. 6-11-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Georgia
- Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: _____

2. Name and address of receiving party(ies)

Name: The Brainy Baby Company, LLC

Internal

Address: _____

Street Address: 1200 Alpha Drive Suite B

City: Alpharetta State: GA Zip: 30004

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Limited Liability Company-Georgia

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/770091; 75/825128; 78/042907
78/047121; 78/049104; 78/069308
78/062334; 78/112160

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

2,315,020

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lee B. Beitchman

Internal Address: _____

Street Address: 215 14th Street, NW

City: Atlanta State: GA Zip: 30318

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 240.00

- Enclosed
- Authorized to be charged to credit card ~~deposit account~~

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Dennis Fedoruk

Name of Person Signing

Signature

6-4-02

Date

Total number of pages including cover sheet, attachments, and document: 4

06/17/2002 LHMILLER 00000072 75/770091

01 FC:481
02 FC:482

40.00
200.00

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

TRADEMARK ASSIGNMENT

Whereas, KidVid, Inc., a Georgia corporation with principal offices at 1200 Alpha Drive, Suite B, Alpharetta, Georgia, 30004 has adopted, used and is using the following trademarks and service marks, filed in the United States Patent and Trademark Office, with registration or serial numbers and dates as set forth below;

Whereas, The Brainy Baby Company, LLC, a Georgia limited liability company, with principal office at 1200 Alpha Drive, Suite B, Alpharetta, Georgia, 30004, is desirous of acquiring the marks and applications as set forth below;

Now therefore, for good and valuable consideration, receipt of which is hereby acknowledged, KidVid, Inc., by and through its president Dennis Fedoruk, does hereby assign to The Brainy Baby Company, LLC all right, title and interest in and to the said marks, together with the good will of the business symbolized by the mark, and the above identified applications and registrations thereof:

- (i) Brainy Baby -registered 2/1/00 Reg. No. 2,315,020 Class 009
- (ii) Brainy Baby- ITU appl. filed 8/30/99 S.N. 75/770091 Class 028
- (iii) Brainy Baby-ITU appl. filed 11/5/99 S.N. 75/825128 Class 016
- (iv) Brainy Baby-ITU appl. filed 1/12/01 S.N. 78/042907 Class 025
- (v) Brainy Baby-ITU appl. filed 2/7/01 S.N. 78/047121 Class 041
- (vi) Brainy Baby-ITU appl. filed 2/19/01 S.N. 78/049104 Class 005, 024

(vii)The Brainy Baby Company-ITU appl. filed 06/15/01 S.N. 78/069308

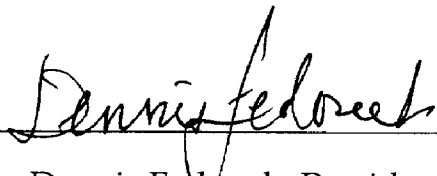
Class 035, 041

(viii) Brainy Kids- ITU appl. filed 05/07/01 S.N. 78/062334 Class 009, 016,

025,028, and 041

(ix) Brainy Baby Bible-ITU appl. filed 03/02/02 S.N. 78/112160 Class 009

KidVid, Inc.

By: 
Dennis Fedoruk, President

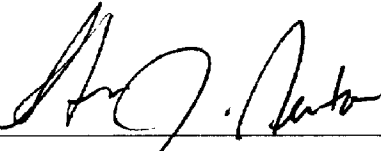
6-4-02
Date

STATE OF GEORGIA)

) ss

COUNTY OF FULTON)

On this 4th day of June, 2002, before me appeared DENNIS
FEDORUK, the person who signed this instrument, who acknowledged that he signed
it as a free act on his own full authority to do so.


NOTARY PUBLIC

Notary Public, Fulton County, Georgia
My Commission Expires July 28, 2003

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