

03-25-2004

3.15.04



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original documents or copy thereof.

To the Honorable Commissioner of f

1. Name of conveying party(ies):
KU Kids Resources, Inc.

2. Name and address of receiving party(ies):

Knowledge Kids, L.L.C.
(a Delaware limited liability company)
1250 Fourth Street
Suite 550
Santa Monica, CA 90401

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____ Execution Dates: December 31, 2002

Additional name(s) & address(es) attached? Yes No

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s)

B. Registration No.(s)
2,146,980

Additional numbers attached? Yes No

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

BERNARD R. GANS, ESQ.
JEFFER, MANGELS, BUTLER & MARMARO LLP
SEVENTH FLOOR
1900 AVENUE OF THE STARS
LOS ANGELES, CALIFORNIA 90067

6. Total number of applications and patents involved: [1]

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 10-0440

(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 is true and correct and any attached copy is a true copy of the original document.

Bernard R. Gans

Bernard R. Gans

3/12/04

Total number of pages including cover sheet (2)

OMB No. 0651-001

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Commissioner of Patents and Trademarks
2900 Crystal Drive
Arlington, VA 22202

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

CERTIFICATE OF MAILING

I hereby certify that this correspondence and the identified enclosures are being deposited with the U.S. Postal Service as First Class Mail postage prepaid, in an envelope addressed to: Commissioner for Patents and Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3514 on 3/12/04

By: Lindsey Lin

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ASSIGNMENT

FOR VALUE RECEIVED, and in consideration of the cancellation of all of the issued and outstanding stock of **KU Kids Resources, Inc.**, the undersigned hereby assigns, sets over and transfers to **Knowledge Kids, L.L.C.**, a Delaware corporation, all of its assets, subject to all of its liabilities, whether or not reflected on the books of the undersigned, as of the 31st day of December, 2002.

KU KIDS RESOURCES, INC.

By:


Stanley E. Maron, Assistant Secretary