

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

GROUP W HOLDINGS, LLC

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

Citizenship (see guidelines) Delaware

Execution Date(s) September 29, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: MWR HOLDINGS, LLC

Internal Address: _____

Street Address: 10 SYLVAN WAY

City: PARSIPPANY

State: NJ

Country: US Zip: 07054

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other LLC Citizenship DELAWARE

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

78/162,008
76/436,333

B. Trademark Registration No.(s)

2,762,752

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

ELEPHANT TALES
THE LEARNING EXPERIENCE

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

Name: KEUSEY, TUTUNJIAN & BITETTO, P.C.

Internal Address: SUITE 128

Street Address: 14 VANDERVENTER AVENUE

City: PORT WASHINGTON

State: NY Zip: 11050

Phone Number: 516 883-3868

Fax Number: 516 863-3869

Email Address: john@ktb-iplaw.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-1433

Authorized User Name John G. Tutunjian

9. Signature:


Signature

10/5/04
Date

John G. Tutunjian

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$65.00 601433 78162008

ASSIGNMENT

WHEREAS, Group W Holdings, LLC, (the "ASSIGNOR"), a limited liability company organized and existing under the laws Delaware, and having a business address of 10 Sylvan Way, Parsippany, NJ 07054, owns and uses the following U.S. Trademark Applications for Registrations:


<u>Mark:</u>	<u>Serial No.</u>	<u>Registration No.</u>
ELEPHANT TALES	78/162008	
THE LEARNING EXPERIENCE	76/436,333	2,762,752

hereinafter collectively referred to as the MARKS.

WHEREAS, MWR Holdings, LLC. (the "ASSIGNEE), a limited liability company organized and existing under the laws of Delaware, and having a business address of 10 Sylvan Way, Parsippany, NJ 07054, desires to acquire the MARKS, and past common law causes of action thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR hereby assigns to ASSIGNEE all rights, title and interest in and to the MARKS, together with the goodwill of the business connected with the MARKS, and symbolized by the MARKS. ASSIGNOR further assigns to ASSIGNEE the right to sue for past common law causes of action.

By:


 Name: Richard S. Weinstein
 Title: Managing Member

Dated: September 29, 2004

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