

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Trademark Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citicorp North America, Inc., as Administrative Agent		01/07/2005	Unknown:

RECEIVING PARTY DATA

Name:	KinderCare Learning Centers, Inc.
Street Address:	1250 Fourth Street
City:	Santa Monica
State/Country:	CALIFORNIA
Postal Code:	90401
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Serial Number:	74425362	KID'S CHOICE
Serial Number:	74425361	KID'S CHOICE
Serial Number:	76346892	KINDERACADEMY
Serial Number:	76347007	KINDERCAMBUS
Serial Number:	78157782	KINDUSTRY
Registration Number:	1345219	
Registration Number:	1425219	
Registration Number:	1793070	
Registration Number:	2075223	FEED ME FUN
Registration Number:	2121660	FUN-VENTIONS
Registration Number:	2082421	KC IMAGINATION HIGHWAY
Registration Number:	2155322	KC IMAGINATION HIGHWAY
Registration Number:	1513719	KINDER BEAR
Registration Number:	1224603	KINDER CARE

CH \$840.00 74425362

Registration Number:	1594176	KINDERCARE
Registration Number:	1905371	KINDERCARE
Registration Number:	1142919	KINDERCARE
Registration Number:	1238509	KINDERCARE
Registration Number:	1859542	KINDERCARE
Registration Number:	1580750	KINDERCARE AT WORK
Registration Number:	2140676	KINDERCARE'S COMPUTER CLUB
Registration Number:	2163614	KINDERCARE'S COMPUTER CLUB
Registration Number:	2308798	KINDERGARTEN AT KINDERCARE...JOURNEY TO DISCOVERY
Registration Number:	1270349	KINDEROO
Registration Number:	1536887	LET ME DO IT
Registration Number:	1879578	LET'S MOVE, LET'S PLAY
Registration Number:	1538530	MY WINDOW ON THE WORLD
Registration Number:	2134246	WELCOME TO LEARNING
Registration Number:	2320557	YOUR CHILD'S FIRST CLASSROOM
Registration Number:	2528156	RAZZMATAZZ
Registration Number:	2277813	MULBERRY CHILD CARE & PRESCHOOL
Registration Number:	2272060	MULBERRY CHILD CARE CENTERS, INC.
Registration Number:	1444615	SPINDLE CITY PRE-SCHOOL

CORRESPONDENCE DATA

Fax Number: (213)430-6407

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: gdurham@omm.com

Correspondent Name: Gina M. Durham, Esq.

Address Line 1: 400 South Hope Street

Address Line 4: Los Angeles, CALIFORNIA 90071

NAME OF SUBMITTER:	Gina M. Durham
Signature:	/Gina M. Durham/
Date:	01/13/2005

Total Attachments: 4

source=(T-Release) - Citicorp#page1.tif

source=(T-Release) - Citicorp#page2.tif

source=(T-Release) - Citicorp#page3.tif

source=(T-Release) - Citicorp#page4.tif

RELEASE OF TRADEMARK SECURITY INTEREST

This Release of Trademark Security Interest (this “**Release**”) is dated as of January 7, 2005. Reference is hereby made to the Security Agreement (the “**Security Agreement**”), dated as of July 1, 2003, by and among, KinderCare Learning Centers, Inc., Mulberry Child Care Centers, Inc., KinderCare Real Estate, LLC, KC Development, LLC, KC Distance Learning, Inc., Mini-Skools, Inc. (collectively, the “**Assignors**”) and Citicorp North America, Inc., as Administrative Agent (the “**Assignee**”) recorded with the United States Patent and Trademark Office on July 8, 2003 on Reel/Frame No. 002771/0790.

Assignee hereby notifies, acknowledges to and agrees with Assignors that the security interest granted by Assignors in the Trademarks (as defined in the Security Agreement) (the “**Trademark Collateral**”) including, without limitation, the security interest granted in the Trademarks listed on the attached Schedule A, is terminated and released, and that Assignee hereby releases and forever discharges all of its right, title and interest of any kind or nature in the Trademark Collateral granted, assigned or conveyed pursuant to the Security Agreement.

The Assignee hereby agrees to take such further actions and to execute and deliver such further documents as Assignor may reasonably request to effect and evidence this Release, including, without limitation, the execution and delivery of any filings, statements, amendments, recordings or other instruments required to maintain the applications or registrations of the Trademark Collateral and record the chain of title accordingly with the United States Patent and Trademark Office, subject, in each case to the Assignors’ prior payment in full to the Assignee of its costs and expenses (including reasonable fees and disbursements of counsel) incurred in connection therewith; provided, however, that Assignee shall not be required to take any action which exposes the Assignee to personal liability or which is contrary to applicable law.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, Assignee has caused this Release of Trademark Security Interest to be duly executed and delivered by its duly authorized representative as of the date first above written.

CITICORP NORTH AMERICA, INC., as
Administrative Agent

By: *Hector Guenther*
Name: **Hector Guenther**
Title: **Director**

**SCHEDULE A
TO
RELEASE OF TRADEMARK SECURITY INTERESTS**

Registered Trademarks:

	<u>Registered Owner</u>	<u>United States Trademark Description</u>	<u>Registration Number</u>
1.	KinderCare Learning Centers, Inc.	DESIGN	1,345,219
2.	KinderCare Learning Centers, Inc.	DESIGN	1,425,219
3.	KinderCare Learning Centers, Inc.	DESIGN	1,793,070
4.	KinderCare Learning Centers, Inc.	FEED ME FUN	2,075,223
5.	KinderCare Learning Centers, Inc.	FUN-VENTIONS	2,121,660
6.	KinderCare Learning Centers, Inc.	KC IMAGINATION HIGHWAY	2,082,421
7.	KinderCare Learning Centers, Inc.	KC IMAGINATION HIGHWAY [INCLUDING DESIGN]	2,155,322
8.	KinderCare Learning Centers, Inc.	KINDER BEAR	1,513,719
9.	KinderCare Learning Centers, Inc.	KINDER CARE	1,224,603
10.	KinderCare Learning Centers, Inc.	KINDER CARE	1,594,176
11.	KinderCare Learning Centers, Inc.	KIINDER CARE	1,905,371
12.	KinderCare Learning Centers, Inc.	KINDER CARE [INCLUDING DESIGN]	1,142,919
13.	KinderCare Learning Centers, Inc.	KINDER CARE [INCLUDING DESIGN]	1,238,509
14.	KinderCare Learning Centers, Inc.	KINDER CARE [INCLUDING DESIGN]	1,859,542
15.	KinderCare Learning Centers, Inc.	KINDER CARE AT WORK	1,580,750
16.	KinderCare Learning Centers, Inc.	KINDER CARE'S COMPUTER CLUB	2,140,676
17.	KinderCare Learning Centers, Inc.	KINDER CARE'S COMPUTER CLUB [INCLUDING DESIGN]	2,163,614
18.	KinderCare Learning Centers, Inc.	KINDER GARTEN AT KINDER CARE.....JOURNEY TO DISCOVERY	2,308,798
19.	KinderCare Learning Centers, Inc.	KINDER ROO (stylized)	1,270,349
20.	KinderCare Learning Centers, Inc.	LET ME DO IT	1,536,887
21.	KinderCare Learning Centers, Inc.	LET'S MOVE, LET'S PLAY	1,879,578
22.	KinderCare Learning Centers, Inc.	MY WINDOW ON THE WORLD	1,538,530
23.	KinderCare Learning Centers, Inc.	WELCOME TO LEARNING	2,134,246

	<u>Registered Owner</u>	<u>United States Trademark Description</u>	<u>Registration Number</u>
24.	KinderCare Learning Centers, Inc.	YOUR CHILD'S FIRST CLASSROOM	2,320,557
25.	Mulberry Child Care Centers, Inc.	RAZZMATAZZ	2,528,156
26.	Mulberry Child Care Centers, Inc.	MULBERRY CHILD CARE & PRESCHOOL	2,277,813
27.	Mulberry Child Care Centers, Inc.	MULBERRY CHILD CARE CENTERS, INC. [INCLUDING DESIGN]	2,272,060
28.	Mulberry Child Care Centers, Inc.	SPINDEL CITY PRE-SCHOOL [INCLUDING DESIGN]	1,444,615

Pending Trademarks:

	<u>Registered Owner</u>	<u>United States Trademark Description</u>	<u>Registration Number</u>
1.	KinderCare Learning Centers, Inc.	KID'S CHOICE	74/425,362
2.	KinderCare Learning Centers, Inc.	KID'S CHOICE [INCLUDING DESIGN]	74/425,361
3.	KinderCare Learning Centers, Inc.	KINDERACADEMY	76/346,892
4.	KinderCare Learning Centers, Inc.	KINDERCAMPUS	76/347,007
5.	KinderCare Learning Centers, Inc.	KIDUSTRY	78/157,782