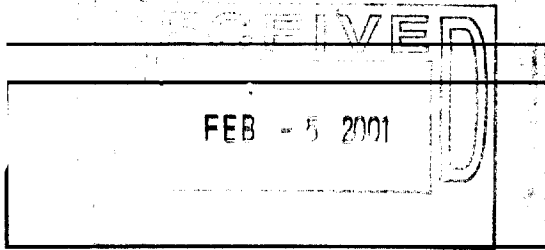


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U.S. Department of Commerce
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2-5-01

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New**
- Resubmission (Non-Recordation)**
Document ID#
- Correction of PTO Error**
Reel # Frame #
- Corrective Document**
Reel # Frame #

Conveyance Type

- Assignment** **License**
 - Security Agreement** **Nuc Pro Tunc Assignment**
 - Merger**
 - Change of Name**
 - Other**
- Effective Date
Month Day Year
 January 29 2001

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
 January 29 2001

Formerly

2052609

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership
- Corporation Limited Partnership
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

02/13/2001 6T0M11 00000221 2052609
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Mail documents to be recorded with required cover sheet(s) information to:

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

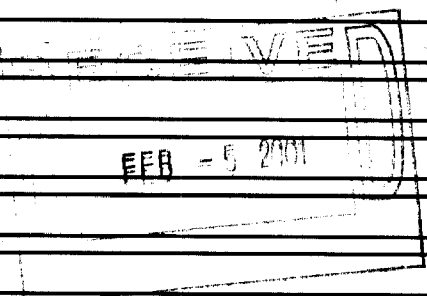
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional number attached

Enter either the trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

| Trademark Application Number(s) | | | Registration Number(s) | | |
|---------------------------------|----------------------|----------------------|--|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="2,052,609"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy of the original document. Charges to deposit account are authorized, as indicated herein.

Deborah Bailey-Wells
Name of Person Signing

Deborah Bailey-Wells
Signature

1-31-2001
Date Signed

ASSIGNMENT

Whereas BABYCENTER, INC., a Delaware corporation, having its principal place of business at 163 Freelon Street, San Francisco, California 94107 adopted and used **CRADLE & ALL**, which is registered in the United States Patent & Trademark Office as Reg. No. 2,052,609, dated April 15, 1997, and

Whereas ETOYS, INC., a Delaware corporation, having his principal place of business at 12200 W. Olympic Boulevard, Los Angeles, California 90064, is desirous of acquiring said mark(s) and the registration(s) thereof;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said BABYCENTER, INC., does hereby assign unto said ETOYS, INC., all right, title and interest in and to the said mark(s), together with the good will of the business symbolized by the mark(s), and the above-identified registration(s) thereof.

Executed this 29 day of JANUARY, 2000 in SAN FRANCISCO, CALIFORNIA

California.

By: *[Signature]*

Name: Mari Baker

Title: Sr Vice President



THIS DOCUMENT MUST BE NOTARIZED.