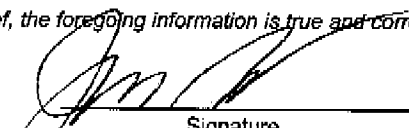


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Bank One, NA, successor by merger to Bank One Texas, National Association <input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: The William Carter Company Internal Address: _____ Address: _____ Street Address: 1590 Adamson Parkway, Suite 400 City: Morrow State: GA Zip: 30260 <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Massachusetts <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Release and Reassignment Execution Date: August 16, 2001			4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 65969 153906 328815 333749 353040 500112 507250 551796 685606 572460 572462 583493 608901 620434 Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: James Talbot, Esq. Internal Address: Skadden, Arps, Slate, Meagher & Flom LLP Street Address: Four Times Square <div style="text-align: right; margin-right: 50px;">10036-</div> City: New York State: NY Zip: 6522			6. Total number of applications and registrations involved: 21 7. Total fee (37 CFR 3.41).....\$ 565.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
8. Deposit account number: 19-2385 [Our Ref: 244130/597] (Attach duplicate copy of this page if paying by deposit account)			DO NOT USE THIS SPACE		
9. Statement and signature. <i>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.</i> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> James Talbot Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> 9/10/01 Date </div> </div> <div style="text-align: right; margin-top: 5px;"> Total number of pages including cover sheet, attachments, and document: 5 </div>					

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

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇐ ⇐ ⇐ ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ </div> <div> <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership </div> </div> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			2. Name and address of receiving party(ies) Name: _____ Internal Address: _____ Street Address: _____ City: _____ State: _____ Zip: _____ <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small>		
3. Nature of conveyance: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Other _____ </div> <div> <input type="checkbox"/> Merger <input type="checkbox"/> Change of Name </div> </div> Execution Date: _____			4. Application number(s) or registration number(s): <div style="display: flex;"> <div style="flex: 1;"> A. Trademark Application No.(s) _____ </div> <div style="flex: 1;"> B. Trademark Registration No.(s) 704992 993457 1117280 1245366 1255389 1305988 1418444 Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div> </div>		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: _____ Internal Address: _____ _____ Street Address: _____ _____ City: _____ State: _____ Zip: _____			6. Total number of applications and registrations involved: _____ 7. Total fee (37 CFR 3.41):\$ _____ <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to 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. <i>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.</i> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> _____ Name of Person Signing </div> <div style="width: 30%;"> _____ Signature </div> <div style="width: 30%;"> _____ Date </div> </div> <div style="text-align: center; margin-top: 5px;"> Total number of pages including cover sheet, attachments, and document: </div>					

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

RELEASE AND REASSIGNMENT OF TRADEMARK

WHEREAS, The William Carter Company, a Massachusetts corporation (the "Company"), owns the registered trademarks described in the attached Schedule A (the "Marks"), for which a recording is filed in the United States Patent and Trademark Office under the number set forth in the attached Schedule A; and

WHEREAS, pursuant to that certain Security Agreement dated as of June 30, 1988 (the "Agreement"), the Company granted a security interest in the Marks to Bank One, NA, with its main office in Chicago, Illinois, successor by merger to Bank One Texas, National Association (assignee of the interests and obligations of MBank Dallas, N.A. by the Federal Deposit Insurance Corporation when appointed as receiver for MBank Dallas, N.A.) as Collateral Agent (the "Agent") for a group of a lenders, to secure performance by the Company of its obligations to such lenders;

WHEREAS, the Agreement was recorded in the Assignment Branch, United States Patent and Trademark Office, on July 1, 1988, located on Reel 0692, Frame 0567; and

WHEREAS, the company has paid and performed in full its obligations to such lenders and terminated all further obligations of such lenders to extend credit to the Company and its affiliates;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Agent hereby terminates all of its right, title and interest in, to and under the Marks and reassigns and reconveys to the Company the Marks and all the good will of the business symbolized by the Marks, together with the application, registration and recordings in the United States Patent and Trademark Office, and all reissues, extensions or renewals thereof, together with the right to sue and recover damages for future infringements thereof and to stand in the place of the Agent in all matters related thereto.

[Remainder of this page intentionally left blank]

The parties hereto have caused this Release and Reassignment to Trademark to be executed this _____ day of August, 2001.

BANK ONE, NA, as Agent

By: [Signature]

Name: GAYE L. DIXON

Title: ASSISTANT VICE PRESIDENT

ACCEPTED:

THE WILLIAM CARTER COMPANY

By: [Signature]

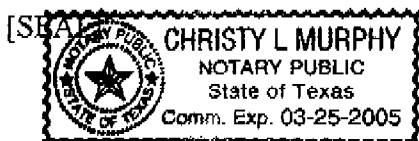
Name: Michael D. Casey

Title: SVP + CFO

STATE OF TEXAS)
)ss.
COUNTY OF Tarrant)

On August 16, 2001, before me, the undersigned, a Notary Public in and for such State, personally appeared Gaye L. Dixon, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as a AVP of Bank One, NA and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its Board of Directors.

WITNESS my hand and official seal.



[Signature]
Notary Public
My Commission expires on: 3-25-05

SCHEDULE A

to

Release and Reassignment of Trademark

Marks referenced in First Amendment:

TRADEMARK	REGISTRATIO NO.
Carter's	65,969
Carter's	153,906
Carter's	328,815
Jiffon	333,749
Tykes	353,040
Nevabind	500,112
Diapenda	507,250
Carterette	551,796
Carter-Set	685,606
Carter-Set	SR 572,460
Carter-Set and Seal	SR 572,462
Spanky Pants	583,493
Handy-Cuffs	SR 608,901
Singing Needles	620,434
B# Sharp	704,992
Trigs	993,457
Carter's	1,117,280
B# Sharp	1,245,366
Carter Baby	1,255,389
Stylized C	1,305,988
Jamakins	1,418,444