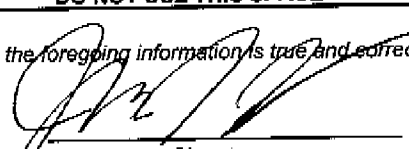


RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇌ ⇌ ⇌		
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): The Bank of New York <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Bank</u> 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: <u>The William Carter Company</u> Internal Address: Address: Street Address: <u>1590 Adamson Parkway, Suite 400</u> City: <u>Morrow</u> State: <u>GA</u> Zip: <u>30260</u> <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 <u>Massachusetts</u> <input type="checkbox"/> Other 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	
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 <u>Release and Reassignment</u> Execution Date: <u>August 15, 2001</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>74006465 74006455 74163278 74059944</u> B. Trademark Registration No.(s) <u>0065969 0153906 0328815 0333749 0353040 0500112</u> <u>0507250 0551796 0685606 0572460 0572462 0583493</u> 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: <u>James Talbot, Esq.</u> Internal Address: <u>Skadden, Arps, Slate</u> <u>Meagher & Flom LLP</u> Street Address: <u>Four Times Square</u> <div style="text-align: right;">10036</div> City: <u>New York</u> State: <u>NY</u> Zip: <u>6522</u>	6. Total number of applications and registrations involved: 31 7. Total fee (37 CFR 3.41).....\$ <u>790.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>19-2385 [Our Ref: 244130/597]</u> (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> <u>James Talbot</u> Name of Person Signing </div> <div style="text-align: center;">  Signature </div> <div style="text-align: right;"> <u>10/1/01</u> Date </div> </div> <div style="text-align: right; margin-top: 10px;"> 7 </div>		

Total number of pages including cover sheet, attachments, and document:
 Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼		
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 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) 0608901 0620434 0704992 0993457 1117280 1245366 1255389 1305988 1418444 1552944 1515444 1515445 Additional number(s) attached <input checked="" type="checkbox"/> Yes <input 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: _____ <input style="width: 50px;" type="text"/> 7. Total fee (37 CFR 3.41).....\$ _____ <input type="checkbox"/> Enclosed <input 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;"> <small>Total number of pages including cover sheet, attachments, and document: <input style="width: 50px;" type="text"/></small> </div>		

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

TRADEMARK
REEL: 002348 FRAME: 0621

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><input type="checkbox"/> Individual(s)<input type="checkbox"/> Association <input type="checkbox"/> General Partnership<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</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: _____ <div><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</div> <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><input type="checkbox"/> Assignment<input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement<input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</div> Execution Date: _____			4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1830836 1839028 1823529 Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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).....\$ _____ <div><input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</div> 8. Deposit account number: _____ (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 information is true and correct and any attached copy is a true copy of the original document. _____ Name of Person SigningSignatureDate <small>Total number of pages including cover sheet, attachments, and document: _____</small>					

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 recordings are 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 Amended and Restated Pledgor Security Agreement dated as of March 30, 1990 (the "First Amendment") and that certain Second Amended and Restated Pledgor Security Agreement dated as of December 5, 1991 (the "Second Amendment"), the Company granted a security interest in the Marks to The Bank of New York, as Collateral Agent (the "Agent") for a group of lenders, to secure performance by the Company of its obligations to such lenders;

WHEREAS, the First Amendment was recorded in the Assignment Branch, United States Patent and Trademark Office, on April 17, 1990, located on Reel 0706, Frame 0572, and the Second Amendment was recorded in the Assignment Branch, United States Patent and Trademark Office, on December 20, 1991, located on Reel 0839, Frame 0001; 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 or reassigns and reconveys to the Company, as applicable, all right, title and interest granted or assigned to it under the First Amendment and Second Amendment in, to and under 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 with respect thereto, 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. Any assignment or conveyance made hereby by the Agent is made without representation or warranty of any kind, whether express or implied.

[Remainder of this page intentionally left blank]

The parties hereto have caused this Release and Reassignment of Trademark to be executed this 15 day of August, 2001.

THE BANK OF NEW YORK, as Agent

By: [Signature]
Name: Eliza S. Adams
Title: Vice President

Accepted:

THE WILLIAM CARTER COMPANY

By: [Signature]
Name: Michael D. Casey
Title: Sr. Vice President

STATE OF NEW YORK)

)ss.

COUNTY OF NEW YORK)

On August 14, 2001, before me, the undersigned, a Notary Public in and for such State, personally appeared Eliza S. Adams, 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 Vice President of The Bank of New York 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.

[SEAL]

[Signature]
Notary Public
My Commission expires on: 10-21-01

RICHARD W. KATZ
Notary Public, State of New York
No. 02KA4708898
Qualified in New York County
Term Expires 10-21-01

SCHEDULE A**to****Release and Reassignment of Trademark****Marks referenced in First Amendment:**

TRADEMARK	REGISTRATION NO.
CARTER'S	65,969
CARTER'S	153,906
CARTER'S	328,815
JEFFON	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

Marks referenced in Second Amendment:

TRADEMARK	REGISTRATION NO.
CARTER'S	65,969 ✓
CARTER'S	153,906 ✓
CARTER'S	328,815 ✓
JEFFON	333,749 ✓
TYKES	353,040 ✓
NEVABIND	500,112 ✓
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 ✓
JAMAKINS	1,418,444 ✓
TODAY'S CLASSICS	1,552,944 ✓
TYKES	1,515,444
TYKES and Design	1,515,445

Applications referenced in Second Amendment (and Reg. Nos. if subsequently registered):

TRADEMARK	REGISTRATION NO.	APPLICATION NO.
CARTER'S		74/006,465
CARTER'S	1,830,836	74/006,476
CARTER'S		74/006,455
CARTER'S	1,839,028	74/006,456
CARTER'S	1,823,529	74/006,458
HEART/TREE LOGO		74/163,278
HEART/TREE LOGO		74/059,944