

08-21-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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):

Fleet Retail Finance Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State: Massachusetts Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 08/11/03

2. Name and address of receiving party(ies)

Name: Gym-Mark, Inc. Internal Address: C/O The Gymboree Corporation

Street Address: 700 Airport Blvd. City: Burlingame State: CA Zip: 94010

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State: California Other

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) Additional name(s) & address(es) attached? Yes No

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4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

2118608

B. Trademark Registration No.(s) See attachment Schedule A, pages 1&2

Additional number(s) attached Yes No

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

Name: Jane Nunn, Esq.

Internal Address: White & Case LLP--Suite 2210

Street Address: 3 Embarcadero Center

City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved:

40

7. Total fee (37 CFR 3.41) \$ 1015.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Jane Nunn Name of Person Signing

[Signature] Signature

08/14/03 Date

Total number of pages including cover sheet, attachments, and document: 1.1

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

01 FC:8521 40.00 OP 02 FC:8522 975.00 OP

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TRADEMARK REEL: 002813 FRAME: 0655

SCHEDULE A

	MARK	REGISTRATION NUMBER	ISSUE DATE
1.	FUNDAMENTAL FUN FOR EVERYONE	2,118, 608	December 9, 1997
2.	GYMBOREE	2, 423, 981	January 23, 2001
3.	PLAY WITH A PURPOSE	2, 170, 622	July 7, 1998
4.	GYMBOREE <i>((1) TYPED DRAWING)</i>	1, 181, 447	December 8, 1981
5.	GYMBO	1, 247, 804	August 9, 1983
6.	WEE WORKOUT	1, 257, 950	November 15, 1983
7.	GYMBOREE <i>((1) TYPED DRAWING)</i>	1, 436, 305	April 14, 1987
8.	GYMBO	1, 442, 236	June 9, 1987
9.	GYMTUNES	1, 556, 646	September 19, 1989
10.	GYMBOREE <i>((1) TYPED DRAWING)</i>	1, 698, 109	June 30, 1992
11.	GYMBELLE	1, 748, 641	January 26, 1993
12.	PLAYGYM	1, 751, 612	February 9, 1993
13.	GYMBOREE GYMCLUB	1, 773, 855	May 25, 1993
14.	STORYGYM	1, 779, 862	June 29, 1993
15.	GYMKID	1, 791, 684	September 7, 1993
16.	<i>(2) DESIGN ONLY</i>	1, 803, 500	November 9, 1993
17.	GYMSPORT	1, 805, 379	November 16, 1993
18.	GYMGRAD	1, 808, 100	November 30, 1993
19.	BABYGYM	1, 809, 672	December 7, 1993
20.	GYMCLUB	1, 819, 257	February 1, 1994
21.	GYMKIDS	1, 829, 987	April 5, 1994
22.	GYMBABY	1, 858, 180	October 11, 1994
23.	GYMBOREE <i>((1) TYPED DRAWING)</i>	1, 861, 860	November 8, 1994
24.	<i>(2) DESIGN ONLY</i>	1, 880, 153	February 21, 1995
25.	<i>(2) DESIGN ONLY</i>	1, 913, 410	August 22, 1995
26.	BUBBLEOODLES	1, 950, 164	January 23, 1996

27.	GYMBOREE <i>((5) WORDS, LETTERS, AND/OR NUMBERS IN STYLIZED FORM)</i>	1,955,988	February 13, 1996
28.	MATCHMATICS	1,964,409	March 26, 1996
29.	GYMBUBBLES	1,964,606	March 26, 1996
30.	CRADLEGYM	1,808,099	November 30, 1993
31.	LEARN TO PLAY - PLAY TO LEARN	2,023,934	December 17, 1996
32.	GYMBOREE GYMMIES	2,145,214	March 17, 1998
33.	PLAYSOFT	2,160,787	May 26, 1998
34.	PETIT REGIME	2,175,632	July 21, 1998
35.	<i>(2) DESIGN ONLY</i>	2,210,067	December 15, 1998
36.	PLAY WITH PURPOSE	2,256,155	June 29, 1999
37.	<i>(2) DESIGN ONLY</i>	2,284,182	October 5, 1999
38.	ZUTOPIA	2,322,373	February 22, 2000
39.	GYMBOREE ON THE GO	2,322,435	February 22, 2000
40.	GYMVIDEOS	2,163,404	June 9, 1998

STATEMENT OF RELEASE
OF
TRADEMARK
AND
TRADEMARK APPLICATIONS SECURITY AGREEMENT

This Statement of Release of Trademark and Trademark Applications Security Agreement is dated as of August 11, 2003 and is prepared and is intended to comply with the formal requisites as set forth in the Uniform Commercial Code and the United States Patent and Trademark Office.

1. This Statement of Release refers to the Trademark and Trademark Applications Security Agreement (the "Trademark Security Agreement") between Gym-Mark, Inc. (the "Borrower"), a California corporation and Fleet Retail Finance Inc., as Administrative Agent for a syndicate of lenders (the "Administrative Agent"), a Delaware corporation with an address of 40 Broad Street, Boston, Massachusetts 02109, which Trademark Security Agreement is dated August 24, 2000 and recorded with the United States Patent and Trademark Office on June 14, 2001 at Reel 2316, Frame 142.

2. The Administrative Agent hereby releases and discharges the Trademark Security Agreement and its security interest in the collateral described therein.

3. Presented for filing to the U.S. Patent and Trademark Office.

IN WITNESS WHEREOF, the Administrative Agent has caused this Statement of Release to be executed by an officer duly authorized so to do on the date first above written.

**FLEET RETAIL FINANCE INC., as
Administrative Agent**

By Sally A Sheehan
Title Sally A Sheehan
Managing Director
Date Fleet Retail Finance Inc.

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

August 11, 2003

Then personally appeared the above named Sally A Sheehan the Managing Director of Fleet Retail Finance Inc., and acknowledged the foregoing to be the free act and deed of Fleet Retail Finance Inc., before me,

[Signature]
Notary Public
My Commission Expires 8/2/04