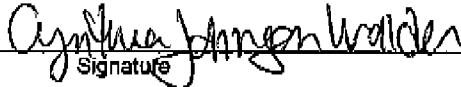
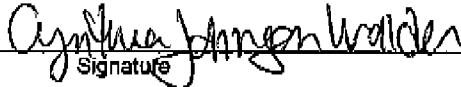
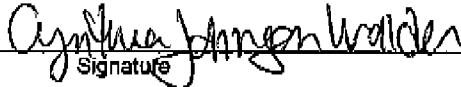


Docket No: 00315-001002

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Commissioner for Trademarks: Please record the attached copies of an original document.

1. Name of conveying party: The First Years Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation—State <u>Delaware</u> <input type="checkbox"/> Other _____ Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party: The First Years Inc. One Kiddie Drive Avon, MA 02322 <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 the assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: <u>December 2, 2004</u>									
4. Application number(s) or trademark number(s): A. Trademark Application No(s): <u>76/268112 and 3 others</u>		B: Trademark No(s): <u>2210181 and 12 others</u> Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No							
5. Name/address of party to whom correspondence concerning document should be mailed: CYNTHIA JOHNSON WALDEN, ESQ. Fish & Richardson P.C. 225 Franklin Street Boston, MA 02110-2804		6. Total number of applications and registrations involved: 17 7. Total fee (37 CFR §3.41): \$440 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to charge Deposit Account. 8. Deposit Account No.: 06-1050 Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.							
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 the attached is a true copy of the original document.</i> <table style="width: 100%; border: none;"> <tr> <td style="width: 25%; border-bottom: 1px solid black;"><u>Cynthia Johnson Walden</u></td> <td style="width: 40%; border-bottom: 1px solid black;"></td> <td style="width: 35%; border-bottom: 1px solid black;"><u>December 16, 2004</u></td> </tr> <tr> <td style="font-size: small;">Name of Person Signing</td> <td style="font-size: small;">Signature</td> <td style="font-size: small;">Date</td> </tr> </table>				<u>Cynthia Johnson Walden</u>		<u>December 16, 2004</u>	Name of Person Signing	Signature	Date
<u>Cynthia Johnson Walden</u>		<u>December 16, 2004</u>							
Name of Person Signing	Signature	Date							
Total number of pages including cover sheet, attachments, and document: 9									

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CH \$440.00 061050 78268112

CERTIFICATE OF MAILING BY FAX

Date of Transmission: 12/16/2004

700139124

TRADEMARK
REEL: 002994 FRAME: 0272

The First Years Inc. – Schedule of U.S. Trademarks

<u>Trademark</u>	<u>Serial No.</u>
PARENT GEAR	76/268112
SMART SERVE	76/453981
SMART SIPPER	76/453983
TUMBLE MATES	78/451083

<u>Trademark</u>	<u>Registration No.</u>
AIRFLOW (stylized)	2210181
FLOWRIGHT	2100365
KIP	1486845
REDDY THE GOOD	
HABIT RABBIT	2787434
SANI-BABE	792869
THE FIRST YEARS	1867938
THE FIRST YEARS	1048212
THE FIRST YEARS	1218822
THE FIRST YEARS	2516593
THE FIRST YEARS	
And Design	980728
3 Figures Logo	1791235
3 Figures Logo	1218823
TUMBLE MATES	1843378

20994737.doc

TRADEMARK ASSIGNMENT**KNOW ALL MEN BY THESE PRESENTS:**

WHEREAS, The First Years Inc., a corporation duly organized and existing under the laws of the State of Delaware, and having a place of business at One Kiddie Drive, Avon, Massachusetts 02322 (hereinafter "ASSIGNOR"), is the owner of the Trademarks and the respective Trademark Registrations and Trademark Applications (hereinafter collectively "the Trademarks"), the short particulars of which are set forth in the Schedules attached hereto, and

WHEREAS, The First Years Inc., a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts and having a place of business at One Kiddie Drive, Avon, Massachusetts 02322 (hereinafter "ASSIGNEE"), is desirous of acquiring the Trademarks;

NOW, THEREFORE, IT IS HEREBY AGREED:

1. For good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR does hereby sell, assign and transfer unto ASSIGNEE the entire right, title and interest in and to the Trademarks, subject to the reservation below, together with the good will of the business in connection with which the Trademarks are used.

2. ASSIGNOR shall do all acts and execute all documents which may be reasonably required by ASSIGNEE in order to effect the assignment of the Trademarks and to ensure that the applications shall proceed in the name of ASSIGNEE and the registrations be granted to ASSIGNEE.

IN WITNESS WHEREOF, ASSIGNOR has caused this instrument to be executed by its duly authorized officer this 2nd day of December, 2004.

THE FIRST YEARS INC., ASSIGNOR

By 
Susan Novins -- Vice President

IN WITNESS WHEREOF, ASSIGNEE has caused this instrument to be executed by its duly authorized officer this 2nd day of December, 2004.

THE FIRST YEARS INC., ASSIGNEE

By 

ACKNOWLEDGEMENT -- ASSIGNOR

Commonwealth of Massachusetts:

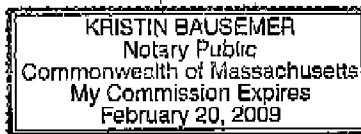
: ss.

County of *Norfolk*

Susan Novins personally appeared before me this 2nd day of December 2004, and made oath that she is the Vice President of The First Years Inc., a corporation organized and doing business under the laws of the State of Delaware, that she is authorized by the said corporation to sign the foregoing Trademark Assignment and acknowledged the same to be the free act and deed of said corporation.

Kristin Bausemer
Notary Public
My Commission Expires

[Notary's Seal]



ACKNOWLEDGEMENT -- ASSIGNEE

Commonwealth of Massachusetts:

: ss.

County of

_____ personally appeared before me this _____ day of December 2004, and made oath that he/she is the _____ of The First Years Inc., a corporation organized and doing business under the laws of the Commonwealth of Massachusetts, that he/she is authorized by the said corporation to sign the foregoing Trademark Assignment and acknowledged the same to be the free act and deed of said corporation.

Notary Public
My Commission Expires

U.S. TRADEMARK SCHEDULE

TRADEMARKS BEING ASSIGNED BY THE FIRST YEARS INC. (DE) TO THE FIRST YEARS INC. (MA)

Mark	Ref # /Goods & Services	Class(es)	Filed	Appln #	Reg Date	Reg #	Status
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UNITED STATES

AIRFLOW (stylized)	08315-200001	20	03/12/97	75/256,305	12/15/98	2,210,181	REGISTERED
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Owner: *The First Years Inc. (a Delaware corporation)*

20: Sleep positioners for infants in the nature of a bolster and fabric sling.

FLOWRIGHT	00315-160001	10	05/30/96	75/111,696	09/23/97	2,100,365	REGISTERED
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Owner: *The First Years Inc. (a Delaware corporation)*

10: Baby bottles and baby bottle nipples.

KIP	00315-098001	10	09/24/87	686,049	05/03/88	1,486,845	REGISTERED
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Owner: *The First Years Inc. (a Delaware corporation)*

10: Infants' orthodontic exercisers.

PARENT GEAR	00315-351001	10, 20, 21	06/01/01	76/268,112			ALLOWED
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Owner: *The First Years Inc. (a Delaware corporation)*

10: Fever thermometers; baby teething; baby bottles; baby pacifiers; pacifier clips; baby bottle nipples; baby bottle nipple covers; baby bottle covers and discs; baby bottle holders; devices inserted into baby bottle nipples to allow intake of liquid in an upright position; baby bottle nipple collars; straps which may be attached to baby pacifiers or teething for a better grip; nasal aspirators; medicine feeders for babies; droppers for administering medicine to babies, sold empty; breast pumps; nursing pads.

20: Inflatable bath tub fixture covers; non-metallic door stoppers; plastic locks for drawers and cabinets; plastic rings with photograph frames attached thereto; cushion for bed to prevent infant from rolling; play yards; play pens; bouncy seats; baby changing pads; plastic

door knob covers; plastic covers for protection against sharp table and shelf edges; plastic strips used to attach toys to other objects; booster seats; high chairs; step stools; bed rails; sleep positioners for infants in the nature of a bolster and fabric sling; infant walkers; bassinet; cradle; dividers for drawers; nap mats; rocking chair; glider chair.
 21: Hair comb and brush sets; toothbrushes and toothbrush holders; baby bottle and nipple cleaning brushes; plastic caps; spill-proof caps; sports bottles sold empty; plastic dishes; plastic bowls; plastic bowls with lids; feeding dishes; insulated bottle carriers; insulated food carriers; toilet potties; plastic bath tubs for infants; combined plastic bathtub and bath seats for infants; bath seats for infants; diaper pails; can and bottle openers; willy pails; cold packs for food and drink; dishwasher baskets.

REDDY THE GOOD HABIT RABBIT
 00315-396001 21 08/14/02 76/441,171 11/25/03 2,787,434 REGISTERED
 Owner: *The First Years Inc. (a Delaware corporation)*
 21: Potty training kit comprised of a potty seat, a portable toilet, a plush toy, a children's book and a parent's guide.

SANI-BABE
 00315-203001 28 10/23/63 72/179,602 07/20/65 792,869 REGISTERED
 Owner: *The First Years Inc. (a Delaware corporation)*
 28: Nursery playthings-namely, plastic squeeze toys in miniature animal configurations.

SMART SERVE
 00315-395001 8 09/30/02 76/453,981 ALLOWED
 Owner: *The First Years Inc. (a Delaware corporation)*
 8: Forks and spoons.

SMART SIPPER
 00315-394001 21 09/30/02 76/453,983 ALLOWED
 Owner: *The First Years Inc. (a Delaware corporation)*
 21: Cups.

THE FIRST YEARS
 00315-059001 5, 6, 8, 9, 10, 11, 12, 16, 18, 20, 21, 12/30/91 74/235,586 12/20/94 1,867,938 REGISTERED
 Owner: *The First Years Inc. (a Delaware corporation)*
 5: Ipecac syrup.
 6: Metal locks for drawers and cabinets, metal safety latches for doors.
 8: Children's spoons, children's forks, children's nail clippers, scissors.
 9: Plug safety covers, fever thermometers.
 10: Baby teething, baby bottles, baby pacifiers, baby bottle nipples, nipple covers, baby bottle covers and discs, bottle holders, nipple collars, devices which attach to baby pacifiers and teething for better grip, nasal aspirators, medicine feeders, medicine droppers, cold packs.
 11: Toilet seats, bath seats, electric night lights.
 12: Rear view mirrors specifically designed for viewing of the back seat of the car; plastic sun shades for use on vehicle windows.
 16: Picture books.
 18: Tote bags.

- 20: Plastic door knob covers, plastic covers for protection against sharp table and shelf edges, plastic strips used to attach toys to other objects, plastic locks for drawers and cabinets, infant's plastic bibs.
- 21: Hair comb and brush sets, baby bottle and nipple cleaning brushes, plastic cups, plastic dishes, plastic bowls, feeding dishes, toothbrushes and toothbrush holders, insulated bottle carriers, toilet pottys, plastic bath tubs for infants.
- 22: Fabric and synthetic fiber storage nets with fabric binding used for storage of toys and other household items.
- 24: Wash cloths, fabric nursing pads.
- 25: Visors.
- 26: Children's safety harnesses.
- 27: Vinyl floor mats.
- 28: Rattles, stuffed toys, squeeze toys, suction toys, self-lighting toys, rolling toys, floating toys, play phones, play balls, crib mobiles, crib gyms, plastic hand toys for infants, linking toys, teething toys, rattling toys, crib activity toys, activity toys, stacking toys, snapping toys.

THE FIRST YEARS 00315-110001 28 02/11/76 73/076,879 09/14/76 1,048,212 REGISTERED

Owner: *The First Years Inc. (a Delaware corporation)*
 28: Stuffed toys, squeeze toys, suction toys, pull toys, blocks, and play balls.

THE FIRST YEARS 00315-110002 5, 6, 8, 9, 10, 11, 16, 20, 21, 25, 26, 05/30/78 73/172,131 12/07/82 1,218,822 REGISTERED

- Owner: *The First Years Inc. (a Delaware corporation)*
- 5: Diaper pail deodorizers.
 - 6: Locks for drawers and cabinets.
 - 8: Children's spoons and forks and baby bottle tongs.
 - 9: Switch plates and plug safety covers.
 - 10: Baby teethers, baby bottles, baby pacifiers, baby bottle nipples, nipple covers, baby bottle covers and discs and bottle holders.
 - 11: Toilet pottys, toilet seats and electric night lights.
 - 16: Baby record books and picture books.
 - 20: Decorative plaques.
 - 21: Comb and brush sets, baby bottle and nipple cleaning brushes, diaper pails, plastic cups and plastic dishes.
 - 25: Infant's bibs.
 - 26: Diaper pins, clothes hangers, shoe lace locks and blanket fasteners.
 - 28: Puzzles, baby banks, rattles, stuffed toys, squeeze toys, suction toys, self-lighting rolling toys, pull toys, floating toys, blocks, play phones, play balls, crib mobiles and crib gyms.

THE FIRST YEARS 00315-303001 38, 42 03/23/00 76/008,060 12/11/01 2,516,593 REGISTERED

Owner: *The First Years Inc. (a Delaware corporation)*
 38: Providing on-line electronic bulletin boards for transmission of messages among computer users concerning early childhood development, children's health and parenting; providing on-line chat rooms for transmission of messages among computer users concerning early childhood development children's health and parenting.
 42: Providing on-line information about early childhood development, children's health and parenting.

THE FIRST YEARS and 00315-111001 10, 11, 21, 26, 28 11/24/72 72/441,986 03/26/74 980,728 REGISTERED

Design

Owner: *The First Years Inc. (a Delaware corporation)*

- 10: Baby teathers, baby bottles, baby bottle accessories and bottle holders
- 11: Toilet potties, toilet and bath seats
- 21: Plastic cups and plastic dishes
- 26: Diaper pins, comb and brush sets, shoelace locks
- 28: Rattles, stuffed toys, squeeze toys, suction toys, blocks, play phones, play balls

Three Figures Logo

00315-060001 5, 6, 8, 9, 10, 11, 12, 16, 18, 20, 21, 12/30/91 74/235,051 09/07/93 1,791,235 REGISTERED
22, 24, 25, 27, 28

Owner: *The First Years Inc. (a Delaware corporation)*

- 5: Diaper pail deodorizers, teething gel, ipsecac syrup.
- 6: Metal locks for drawers and cabinets, metal safety latches for doors.
- 8: Children's spoons, children's forks, children's nail clippers, scissors.
- 9: Plug safety covers, decorative refrigerator magnets, fever thermometers, disposable thermometer covers, VCR slot guards.
- 10: Baby teathers, baby bottles, baby pacifiers, baby bottle nipples, nipple covers, baby bottle covers and discs, bottle holders, nipple collars, devices inserted into baby bottle nipples to allow intake of liquid in an upright position, devices which attach to baby pacifiers and teathers for better grip, nasal aspirators, medicine feeders, medicine droppers, cold packs.
- 11: Toilet seats, bath seats, electric night lights.
- 12: Rear view mirrors specifically designed for viewing of the back seat of the car, plastic sun shades for use on vehicle windows.
- 16: Baby record books, picture books, activity books, activity calendars.
- 18: Tote bags.
- 20: Inflatable bathtub fixture covers, plastic door knob covers, non-metallic door stoppers, plastic covers for protection against sharp table and shelf edges, plastic strips used to attach toys to other objects, plastic locks for drawers and cabinets, plastic rings with photograph frames attached thereto.
- 21: Hair comb and brush sets, baby bottle and nipple cleaning brushes, diaper pails, plastic cups, plastic dishes, plastic bowls, feeding dishes, can and bottle openers, toothbrushes and toothbrush holders, utility pails, cold packs, insulated bottle carriers, toilet potties, plastic bath tubs for infants.
- 22: Children's safety harnesses, fabric and synthetic fiber storage nets with fabric binding used for storage of toys and other household items, laundry bags.
- 24: Washcloths, fabric nursing pads.
- 25: Infant's plastic bibs, infant's cloth-faced bibs having plastic backing, booties, suspenders, visors.
- 27: Vinyl floor mats.
- 28: Puzles, baby binks, rattles, stuffed toys, squeeze toys, suction toys, self-righting toys, rolling toys, floating toys, blocks, play phones, play balls, crib mobiles, crib gyms, plastic hand toys for infants, tinkling toys, teething toys, rattling toys, crib activity toys, activity toys, stacking toys, snapping toys.

Three Figures Logo

00315-112001 5, 6, 8, 9, 10, 11, 16, 20, 21, 25, 26, 12/30/91 73/172,134 12/07/82 1,218,823 REGISTERED
28

Owner: *The First Years Inc. (a Delaware corporation)*

- 5: Diaper pail deodorizers.
- 6: Locks for drawers and cabinets.

- 8: Children's spoons and forks.
- 9: Plug safety covers.
- 10: Baby leathers, baby bottles, baby pacifiers, baby bottle nipples, bottle holders.
- 11: Toilet pottys, toilet seats and electric night lights.
- 16: Picture books.
- 20: Decorative plaques.
- 21: Comb and brush sets, baby bottle and nipple cleaning brushes, diaper pails, plastic cups and plastic dishes.
- 25: Infant's bibs.
- 26: Diaper pins.
- 28: Puzzles, rattles, squeeze toys, suction toys, pull toys, floating toys, blocks, play phones, play balls, crib mobiles and crib gyms.

TUMBLE MATES

00315-074001	20, 21	08/18/92	74/305,696	07/05/94	1,843,378	REGISTERED
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Owner: The First Years Inc. (a Delaware corporation)

20: Drinking cup lids.

21: Drinking cups for infants and children, drinking cup lids sold with drinking cups; food and snack containers; food and snack container lids sold with food and snack containers.

TUMBLE MATES

00315-074002	8, 21	07/15/04	78/451,083			PENDING
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Owner: The First Years Inc. (a Delaware corporation)

8: Flatware for children, namely, knives, forks and spoons, sold together and separately.

21: Bowls, sold with and without lids; dishes, sold with and without lids.