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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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):

Oshkosh B'Gosh , Inc.

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [x] Other a Delaware Corporation

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

2. Name and address of receiving party(ies)

Name: Bank of America, N.A.

Internal Address: Collateral Agent

Street Address: 100 North Tryon Street

City: Charlotte State: NC Zip: 28255

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [ ] 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 [x] No

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [x] Security Agreement
- [ ] Change of Name
- [ ] Other

Execution Date: 07/14/2005

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

A. Trademark Application No.(s) 78/313949 and add'l numbers on attached Exhibit A

B. Trademark Registration No.(s) 2924475 and add'l numbers on attached Exhibit A

Additional number(s) attached [x] Yes [ ] No

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

Name: Luis Rodriguez

Internal Address: Corporation Service Company
1133 Avenue of the Americas
Suite 3100
New York, NY 10036

Street Address: Order# 520945-10
Cm # 08060.063

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 149

7. Total fee (37 CFR 3.41) ..... $ 3,740.00

- [x] Enclosed
- [ ] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Teya D Beradze — Name of Person Signing

T Beradze — Signature

July 29, 2005 — Date

Total number of pages including cover sheet, attachments, and document: 27

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

08/05/2005 JJALLAH2 00000017 78313949

01 FC:8521 40.00 OP
02 FC:8522 3700.00 OP

ITEM 1 (cont'd)
to Trademarks Recordation Form Cover Sheet

Additional Conveying Parties

Entity	Jurisdiction of Organization	Type of Entity
Oshkosh B'Gosh, Inc.	Delaware	Corporation
The William Carter Company	Massachusetts	Corporation

EXHIBIT A

to Trademark Recordation Form Cover Sheet

Trademarks registered with U.S. Patent & Trademark Office

OWNER	REGISTRATION NUMBER	DESCRIPTION
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2924475	OSHKOSH EST. 1895
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.949	GK FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/232.559	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/144.909	GENUINE KIDS FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2575402	JOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1985979	GENUINE GIRL
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.868	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.978	GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/217.038	GK
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 76/331.818	OK KIDS
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2480062	JOSH B'GOSH CHARACTER MARK
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1498723	OSHKOSH B'GOSH

Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 0511480	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/376.157	MURTLENECK
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.857	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.847	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.937	03 GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/273.687	THE OSHKOSH WORKWEAR CO. 1895
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/232.567	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/153.967	GENUINE BABY
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/144.897	GENUINE KIDS FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2482275	WHAT THE FUTURE WEARS
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2184596	BABY B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2217577	OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1981387	GENUINE BLUES
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1870599	BABY B'GOSH

Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1561086	OSHKOSH B'GOSH THE GENUINE ARTICLE
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 0511479	OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.956	GK FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.926	03 GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/225.496	BABY B'GOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/217.026	GENUINE KIDS FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/153.966	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2783307	GENUINE KIDS FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1984438	GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1588981	Triangle Composite Mark
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1559976	OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1133127	OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.975	GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/296.095	OSHKOSH 1895

Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/232.575	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2237012	GENUINE PARENTS CLUB
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1561067	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 0584466	Triangle Back Patch
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.834	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.994	GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.964	GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.934	03 GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/232.564	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/232.554	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/217.064	OSHKOSH EST. 1895
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/217.054	GK
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2504676	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2575818	OSHKOSH B'GOSH

Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1571030	THE GENUINE ARTICLE
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1399510	THE GENUINE ARTICLE SINCE 1895
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/535.963	OSHKOSH BABY
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.843	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.943	03 GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/203.473	GK
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2589862	GENUINE BLUES Logo
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.862	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.852	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.952	GK FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/305.272	GK FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2589865	G
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2417633	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2112584	OSHKOSH B'GOSH

Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1232852	OSHKOSH B'GOSH in Cloverleaf Design.
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 0558416	VESTBAK
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.971	GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/273.691	Cloverleaf Design
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/232.591	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/217.041	GK
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/217.021	GENUINE KIDS FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2481785	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2168143	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1796444	B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1556949	OSHKOSH B'GOSH in Patch Design
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1593550	THE GENUINE ARTICLE
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1344721	B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 0821761	BEST/PREST

Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/535.480	OSHKOSH B'GOSH SINCE 1895
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.960	GK FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.930	03 GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/225.500	BABY B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2450826	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2032487	OSHKOSH B'GOSH
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/576.539	ALL-THE-WORKS
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/570.319	SMILEYSMART BASICS
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.599	SPLASHYCLEAN
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.569	SLEEPLIKELY
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.559	FUZZ-FREE FLEECE
The William Carter Company	**Registered Trademark** U.S. Registration No. 2652173	CELEBRATING IMAGINATION
The William Carter Company	**Registered Trademark** U.S. Registration No. 2644901	CARTER'S
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.568	SIDE-SNAPPER

The William Carter Company	**Registered Trademark** U.S. Registration No. 2828789	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 2061522	CARTER'S COORDINATES
The William Carter Company	**Registered Trademark** U.S. Registration No. 1552944	TODAY'S CLASSICS
The William Carter Company	**Registered Trademark** U.S. Registration No. 0333749	JIFFON
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.327	COZYCUTE TOP N' TOES
The William Carter Company	**Registered Trademark** U.S. Registration No. 2926479	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 1418444	JAMAKINS
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/627.166	01
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.596	OUT N' ABOUT TOP N' BOTTOM
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.526	ROOMY ROLLY
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.336	3
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.326	SPEEDY EXIT
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.266	02
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/975.656	CHILD OF MINE

The William Carter Company	**Registered Trademark** U.S. Registration No. 2552299	CHILD OF MINE
The William Carter Company	**Registered Trademark** U.S. Registration No. 2070568	CARTER'S FOR KIDS
The William Carter Company	**Registered Trademark** U.S. Registration No. 1830836	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 1839028	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 0153906	CARTER'S
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.525	6
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.335	10
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/627.164	7
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.334	WIGGLE-IN
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.304	WHO'S INSIDE
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/396.094	JUST ONE YEAR
The William Carter Company	**Registered Trademark** U.S. Registration No. 2908910	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 2635994	CARTER'S LITTLE HEIRLOOMS
The William Carter Company	**Registered Trademark** U.S. Registration No. 1861582	CARTER'S

The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/627.163	28
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.333	FOREVERSOFT
The William Carter Company	**Registered Trademark** U.S. Registration No. 2310187	IF THEY COULD JUST STAY LITTLE 'TIL THEIR CARTER'S WEAR OUT
The William Carter Company	**Registered Trademark** U.S. Registration No. 0608901	HANDY-CUFFS
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.552	CUSHYSOFT
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.332	SWADDLE-IN
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/277.972	C
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/146.962	CHILD OF MINE
The William Carter Company	**Registered Trademark** U.S. Registration No. 1117280	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 0065969	CARTER'S
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/570.311	TOP-SNAPPER
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.551	DRIBBLEHAPPY
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.501	SNOOZYSNUG
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.331	TOASTYSLEEVE

The William Carter Company	**Registered Trademark** U.S. Registration No. 2857803	CHILD OF MINE
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 75/638.611	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 2169995	CARTER'S FUZZY FLEECE
The William Carter Company	**Registered Trademark** U.S. Registration No. 0500112	NEVABIND
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/576.480	EVERYDAY ESSENTIALS
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.550	WRAP-ME-UP
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.330	EASY ENTRY FOOTSIE
The William Carter Company	**Registered Trademark** U.S. Registration No. 2711071	JUST ONE YEAR
The William Carter Company	**Registered Trademark** U.S. Registration No. 0328815	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 0065969	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 75/618.130	CARTER'S

TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of July 14, 2005 by The William Carter Company and OshKosh B'Gosh, Inc. (individually, a "Pledgor" and, collectively, the "Pledgors"), in favor of BANK OF AMERICA, N.A., in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, the Pledgors are party to a Security Agreement of even date herewith (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

(a) Trademarks of such Pledgor listed on Schedule I attached hereto;

(b) all Goodwill associated with such Trademarks; and

(c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the termination of the Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing

in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized offer as of the date first set forth above.

Very truly yours,

THE WILLIAM CARTER COMPANY

By: Brendan M. Gibbons
Name: Brendan Gibbons
Title: Secretary

OSHKOSH B'GOSH, INC.

By: Brendan M. Gibbons
Name: Brendan Gibbons
Title: Secretary

Accepted and Agreed:

BANK OF AMERICA, N.A.,
as Collateral Agent

By: _____
Name: Douglas M. Ingram
Title: Principal

Schedule I

Trademarks registered with U.S. Patent & Trademark Office

OWNER	REGISTRATION NUMBER	DESCRIPTION
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2924475	OSHKOSH EST. 1895
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.949	GK FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/232.559	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/144.909	GENUINE KIDS FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2575402	JOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1985979	GENUINE GIRL
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.868	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.978	GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/217.038	GK
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 76/331.818	OK KIDS
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2480062	JOSH B'GOSH CHARACTER MARK
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1498723	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark**	OSHKOSH B'GOSH

	U.S. Registration No. 0511480	
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/376.157	MURTLENECK
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.857	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.847	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.937	03 GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/273.687	THE OSHKOSH WORKWEAR CO. 1895
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/232.567	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/153.967	GENUINE BABY
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/144.897	GENUINE KIDS FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2482275	WHAT THE FUTURE WEARS
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2184596	BABY B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2217577	OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1981387	GENUINE BLUES
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1870599	BABY B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark**	OSHKOSH B'GOSH THE

	U.S. Registration No. 1561086	GENUINE ARTICLE
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 0511479	OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.956	GK FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.926	03 GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/225.496	BABY B'GOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/217.026	GENUINE KIDS FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/153.966	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2783307	GENUINE KIDS FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1984438	GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1588981	Triangle Composite Mark
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1559976	OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1133127	OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.975	GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/296.095	OSHKOSH 1895
Oshkosh B'Gosh, Inc.	**Pending Trademark Application**	GENUINE BABY FROM

	(U.S.) Serial No. 78/232.575	OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2237012	GENUINE PARENTS CLUB
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1561067	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 0584466	Triangle Back Patch
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.834	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.994	GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.964	GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.934	03 GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/232.564	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/232.554	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/217.064	OSHKOSH EST. 1895
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/217.054	GK
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2504676	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2575818	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark**	THE GENUINE ARTICLE

	U.S. Registration No. 1571030	
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1399510	THE GENUINE ARTICLE SINCE 1895
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/535.963	OSHKOSH BABY
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.843	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.943	03 GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/203.473	GK
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2589862	GENUINE BLUES Logo
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.862	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/355.852	GB FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.952	GK FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/305.272	GK FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2589865	G
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2417633	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2112584	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark**	OSHKOSH B'GOSH in Cloverleaf

	U.S. Registration No. 1232852	Design.
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 0558416	VESTBAK
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.971	GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/273.691	Cloverleaf Design
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/232.591	GENUINE BABY FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/217.041	GK
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/217.021	GENUINE KIDS FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2481785	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2168143	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1796444	B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1556949	OSHKOSH B'GOSH in Patch Design
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1593550	THE GENUINE ARTICLE
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 1344721	B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 0821761	BEST/PREST
Oshkosh B'Gosh, Inc.	**Pending Trademark Application**	OSHKOSH B'GOSH SINCE 1895

	(U.S.) Serial No. 78/535.480	
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.960	GK FROM OSHKOSH
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/313.930	03 GENUINE KIDS
Oshkosh B'Gosh, Inc.	**Pending Trademark Application (U.S.)** Serial No. 78/225.500	BABY B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2450826	OSHKOSH B'GOSH
Oshkosh B'Gosh, Inc.	**Registered Trademark** U.S. Registration No. 2032487	OSHKOSH B'GOSH
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/576.539	ALL-THE-WORKS
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/570.319	SMILEYSMART BASICS
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.599	SPLASHYCLEAN
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.569	SLEEPLIKELY
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.559	FUZZ-FREE FLEECE
The William Carter Company	**Registered Trademark** U.S. Registration No. 2652173	CELEBRATING IMAGINATION
The William Carter Company	**Registered Trademark** U.S. Registration No. 2644901	CARTER'S
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.568	SIDE-SNAPPER
The William Carter Company	**Registered Trademark**	CARTER'S

	U.S. Registration No. 2828789	
The William Carter Company	**Registered Trademark** U.S. Registration No. 2061522	CARTER'S COORDINATES
The William Carter Company	**Registered Trademark** U.S. Registration No. 1552944	TODAY'S CLASSICS
The William Carter Company	**Registered Trademark** U.S. Registration No. 0333749	JIFFON
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.327	COZYCUTE TOP N' TOES
The William Carter Company	**Registered Trademark** U.S. Registration No. 2926479	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 1418444	JAMAKINS
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/627.166	01
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.596	OUT N' ABOUT TOP N' BOTTOM
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.526	ROOMY ROLLY
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.336	3
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.326	SPEEDY EXIT
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.266	02
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/975.656	CHILD OF MINE
The William Carter Company	**Registered Trademark**	CHILD OF MINE

	U.S. Registration No. 2552299	
The William Carter Company	**Registered Trademark** U.S. Registration No. 2070568	CARTER'S FOR KIDS
The William Carter Company	**Registered Trademark** U.S. Registration No. 1830836	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 1839028	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 0153906	CARTER'S
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.525	6
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.335	10
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/627.164	7
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.334	WIGGLE-IN
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.304	WHO'S INSIDE
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/396.094	JUST ONE YEAR
The William Carter Company	**Registered Trademark** U.S. Registration No. 2908910	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 2635994	CARTER'S LITTLE HEIRLOOMS
The William Carter Company	**Registered Trademark** U.S. Registration No. 1861582	CARTER'S
The William Carter Company	**Pending Trademark Application**	28

	(U.S.) Serial No. 76/627.163	
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.333	FOREVERSOFT
The William Carter Company	**Registered Trademark** U.S. Registration No. 2310187	IF THEY COULD JUST STAY LITTLE 'TIL THEIR CARTER'S WEAR OUT
The William Carter Company	**Registered Trademark** U.S. Registration No. 0608901	HANDY-CUFFS
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.552	CUSHYSOFT
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.332	SWADDLE-IN
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/277.972	C
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/146.962	CHILD OF MINE
The William Carter Company	**Registered Trademark** U.S. Registration No. 1117280	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 0065969	CARTER'S
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/570.311	TOP-SNAPPER
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.551	DRIBBLEHAPPY
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.501	SNOOZYSNUG
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.331	TOASTYSLEEVE
The William Carter Company	**Registered Trademark**	CHILD OF MINE

	U.S. Registration No. 2857803	
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 75/638.611	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 2169995	CARTER'S FUZZY FLEECE
The William Carter Company	**Registered Trademark** U.S. Registration No. 0500112	NEVABIND
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 78/576.480	EVERYDAY ESSENTIALS
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.550	WRAP-ME-UP
The William Carter Company	**Pending Trademark Application (U.S.)** Serial No. 76/626.330	EASY ENTRY FOOTSIE
The William Carter Company	**Registered Trademark** U.S. Registration No. 2711071	JUST ONE YEAR
The William Carter Company	**Registered Trademark** U.S. Registration No. 0328815	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 0065969	CARTER'S
The William Carter Company	**Registered Trademark** U.S. Registration No. 75/618.130	CARTER'S