TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Geoffrey, Inc.		07/19/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Banc of America Bridge LLC as Administrative Agent
Street Address:	101 North Tryon Street
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 232

Property Type	Number	Word Mark
Registration Number:	2469154	R
Registration Number:	2715408	"R"
Registration Number:	2794853	"R"
Registration Number:	2988090	"R" ROOM
Registration Number:	2282394	"R" US
Registration Number:	2112001	1-800-KIDS R US
Registration Number:	2132057	1-800-TOYS-R-US
Registration Number:	2587410	1-888-BABYRUS
Registration Number:	2530484	A GALAXY OF DISCOVERY & FUN
Registration Number:	2758568	A TIME FOR SMILES
Registration Number:	2457231	ANIMAL ALLEY
Registration Number:	2611621	ANIMAL ALLEY FILLED WITH LOVE
Registration Number:	2046673	BABIES "R" US
Registration Number:	2117667	BABIES "R" US

CH $5815.00 2469154

Registration Number:	2494425	BABIES "R" US
Registration Number:	2507154	BABIES "R" US
Registration Number:	2103337	BABIES "R" US
Registration Number:	2691300	BABIESRUS.COM
Registration Number:	2479836	BABIESRUS.COM
Registration Number:	1014065	BABY GEE
Registration Number:	1475416	BABY SUPERSTORE
Registration Number:	1999333	BABY SUPERSTORE
Registration Number:	1519342	BABY SUPERSTORE
Registration Number:	2846463	BAND IN A DRUM
Registration Number:	2744707	BIG ON COOL, LOW ON PRICE
Registration Number:	1407192	BIKES "R" US
Registration Number:	1996839	BOYS "R" US
Registration Number:	2474077	BRANDI
Registration Number:	2422027	BRUCE MOOSE ON THE LOOSE
Registration Number:	2652783	CAMP GEOFFREY
Registration Number:	1615071	CANDY TIME
Registration Number:	2953982	CATCH-A-MESS
Registration Number:	854559	CHILDREN'S BARGAIN TOWN
Registration Number:	2885063	CLUB KRU
Registration Number:	2667399	COLE
Registration Number:	1413778	COMPUTERS 'R' US
Registration Number:	2439322	CRAZY CAMEL
Registration Number:	1472468	CRIB PALS
Registration Number:	2566146	DARBY
Registration Number:	2613323	DARLA
Registration Number:	2843999	DARNY
Registration Number:	2076473	DELIVERING LOW PRICES AND THE SERVICE YOU EXPECT
Registration Number:	2354818	DREAM DAZZLERS
Registration Number:	951333	EDU-SCIENCE
Registration Number:	2644193	ELITE OPERATIONS
Registration Number:	2157821	ESPECIALLY FOR BABY
Registration Number:	2681514	ESPECIALLY FOR BABY
Registration Number:	2548257	ESPECIALLY FOR BABY
Registration Number:	3084672	ESPECIALLY FOR BABY

Registration Number:	2579266	ESPECIALLY FOR KIDS
Registration Number:	2936370	ESPECIALLY FOR KIDS
Registration Number:	1648557	FAST LANE
Registration Number:	3060993	FAST LANE
Registration Number:	1624974	FAST MOVES
Registration Number:	1976629	FAST MOVES
Registration Number:	2753555	FILLED WITH LOVE
Registration Number:	2598829	FIRST DISCOVERIES
Registration Number:	2958331	FIRST STAGES
Registration Number:	2730663	FLEAS ON FLETCHER
Registration Number:	2483050	FRIGHT SITE
Registration Number:	1647517	FUN-YEARS
Registration Number:	2547882	FUN YEARS
Registration Number:	2749633	GEOFFREY
Registration Number:	2824075	GEOFFREY'S BOX OFFICE
Registration Number:	2920781	GEOFFREY'S FUNDAY
Registration Number:	2824074	GEOFFREY'S HOLIDAY SHOP
Registration Number:	2970366	GEOFFREY'S TOYS "R" US
Registration Number:	2848535	GEOFFREY'S WISH LIST
Registration Number:	2799113	GEOFFREYTRON
Registration Number:	2756179	GIFTSRUS.COM
Registration Number:	1051394	
Registration Number:	2755746	
Registration Number:	1287473	
Registration Number:	1980756	
Registration Number:	2856049	GIRAFFIC
Registration Number:	2843268	GIRAFFIC PARTY
Registration Number:	2265583	GIRLS ON THE GO
Registration Number:	1995301	GIRLS "R" US
Registration Number:	2651373	GOODIES "R" US
Registration Number:	1996838	GUYS "R" US
Registration Number:	1625013	HIGH FREQUENCY
Registration Number:	1787290	HIGH FREQUENCY
Registration Number:	2670567	HOPKINS
Registration Number:	2744936	HUGHBERT

Registration Number:	1554613	I'M A TOYS "R" US KID!
Registration Number:	2334764	IMAGINARIUM
Registration Number:	1523917	IMAGINARIUM
Registration Number:	1160352	IMAGINARIUM
Registration Number:	2345481	IMAGINARIUM A GALAXY OF TOYS
Registration Number:	2707504	IMAGINARIUM RAILWAY
Registration Number:	2629021	IMAGINARIUM ZOOARIUM
Registration Number:	2591518	IMAGINARIUM.COM
Registration Number:	1955734	JUST A MINUTE
Registration Number:	2921759	JUST LIKE HOME
Registration Number:	2830366	K.R.U.
Registration Number:	2407100	KENDRA
Registration Number:	2301735	KIDS "R" US
Registration Number:	2721172	KIDS "R" US
Registration Number:	2436300	KIDS "R" US
Registration Number:	1554261	KIDS "R" US
Registration Number:	2897431	KIDS R US
Registration Number:	2186337	KIDS WORLD
Registration Number:	2180961	KOALA BABY
Registration Number:	2244703	KOALA BABY
Registration Number:	2241678	KOALA KIDS
Registration Number:	1584763	KOALA KIDS!
Registration Number:	2845304	KRU
Registration Number:	2967459	LICKERISH
Registration Number:	1611289	LIGHTNING BUG
Registration Number:	1612117	LIGHTNING BUG
Registration Number:	2456969	LIGHTS "R" US
Registration Number:	2434074	LIL CHEFS BAKERY
Registration Number:	2422089	LIL CHEFS KITCHEN
Registration Number:	2422090	LIL CHEFS MARKET
Registration Number:	2590173	LITTLE LEGENDS
Registration Number:	3052020	LOW PRICE SUPER STARS
Registration Number:	1473595	MATHEMATICS "R" US
Registration Number:	2404767	MAYA
Registration Number:	1866411	MINIWEAR

Registration Number:	2029016	MINIWEAR
Registration Number:	2201649	MINIWEAR
Registration Number:	1990611	NEW LEGENDS
Registration Number:	2232175	NURSERY TIMES
Registration Number:	2979444	OLIVE THE SEA TURTLE
Registration Number:	1493291	PAVILION
Registration Number:	2454904	PETS "R" US
Registration Number:	1529069	PLAYETTE
Registration Number:	1405364	PORTRAITS 'R' US
Registration Number:	2382831	POSITIVELY NORTH POLE
Registration Number:	2442370	R US
Registration Number:	2886286	R ZONE
Registration Number:	2403494	RALLYE
Registration Number:	1972035	RALLYE
Registration Number:	2662790	RANDOM ACT OF KIDNESS!
Registration Number:	2411265	REAL FRIENDS
Registration Number:	2722209	RIGGSLEY
Registration Number:	2767478	SABLE
Registration Number:	2943228	SAND GEAR
Registration Number:	1405363	SHOES 'R' US
Registration Number:	2382832	SHOOT BACK BASKETBALL
Registration Number:	2336633	SLURP 'N BURP
Registration Number:	2732338	SMART SPOT
Registration Number:	1446634	SOFT CLASSICS
Registration Number:	2953065	SOFT 'N SNUG
Registration Number:	2981142	SPORTS "R" US
Registration Number:	2813374	SPORTSRUS.COM
Registration Number:	2017486	STATS
Registration Number:	2438824	STATS
Registration Number:	2351996	STATS FOR THE CHAMPIONS
Registration Number:	3090999	STATS GEAR
Registration Number:	2660319	STATS PRO
Registration Number:	2467339	STICKERS "R" US
Registration Number:	2516271	STORK
Registration Number:	2961347	SUPER LEGENDS

Registration Number:	947852	SUPER SLICKS
Registration Number:	2404766	TANISHA
Registration Number:	2973555	THE BEST SPORTS STORE FOR KIDS AND MORE
Registration Number:	2776168	THE CENTER OF THE TOY UNIVERSE
Registration Number:	1714683	THREADS CLOTHING FOR...KIDS
Registration Number:	2044957	THREADS CLOTHING FOR KIDS
Registration Number:	2586909	TIMES SQUARE BEAR
Registration Number:	3069204	TOMMY THE SNAKE
Registration Number:	2786254	TOTALLY ME!
Registration Number:	1399419	TOYS'R'US
Registration Number:	902125	TOYS "R" US
Registration Number:	2446213	TOYS "R" US
Registration Number:	2758567	TOYS "R" US
Registration Number:	2797686	TOYS "R" US
Registration Number:	1215353	TOYS "R" US
Registration Number:	2019153	TOYS "R" US
Registration Number:	2004335	TOYS "R" US
Registration Number:	1531202	TOYS"R"US
Registration Number:	2063369	TOYS "R" US
Registration Number:	2271828	TOYS "R" US
Registration Number:	2364201	TOYS "R" US
Registration Number:	2364575	TOYS R US
Registration Number:	2362269	TOYS "R" US
Registration Number:	2120473	TOYS "R" US KIDS WORLD
Registration Number:	3003574	TOYS "R" US TOY BOX
Registration Number:	2151817	TOYSRUS.
Registration Number:	2370396	TOYSRUS.COM
Registration Number:	2565962	TRUE GIRLZ
Registration Number:	1995618	TYKES "R" US
Registration Number:	2811730	UNIQUELY YOU, WHATEVER YOU DO.
Registration Number:	2533141	VIEWPOINTS ON PARENTING
Registration Number:	2101965	WHEN & WEAR
Registration Number:	2792018	YOU & ME
Registration Number:	1527485	YOU'LL NEVER OUTGROW US
Registration Number:	2439235	ZIZI AND ZYNN

Serial Number:	78256958	"R" CLUB
Serial Number:	78261663	"R" CLUB
Serial Number:	78682890	4 TO WIN
Serial Number:	78570374	ANIMAL ALLEY BABY
Serial Number:	78825423	B.R. BRUIN
Serial Number:	78401373	BABY DARLA
Serial Number:	78876300	BABY GO POTTY
Serial Number:	78853626	BABY-SO-BIG
Serial Number:	78483503	BEAST BUGGY
Serial Number:	78473401	BIRTHDAYS "R" US
Serial Number:	78376059	CARGO PORT CENTRAL
Serial Number:	78367847	CATRINA THE PRINCESS WITH ATTITUDE!
Serial Number:	78666353	CHESTNUT RIDGE
Serial Number:	76314563	COSMO
Serial Number:	78666522	EGGCETERA
Serial Number:	78331420	FAST LANE...GET INTO IT!
Serial Number:	78637217	FUNCTION JUNCTION
Serial Number:	78224742	GAME TIME
Serial Number:	78271131	GEOFFREY'S
Serial Number:	78896103	GLITTER CITY
Serial Number:	78494128	KYLE THE KILLER WHALE
Serial Number:	78472686	MEKA-ZOKU ROBOT WARRIORS FROM BEYOND
Serial Number:	78873999	QUICK START REGISTRY
Serial Number:	78876911	RIELING
Serial Number:	78858487	SOUND CITY RAILWAY
Serial Number:	78290130	SPLASH GEAR
Serial Number:	78853590	SPRINKLES
Serial Number:	78142183	STUDIO G
Serial Number:	78295228	SWEET & LOVING BABY
Serial Number:	78912884	SWEET LOVING BABY
Serial Number:	78558065	TEENTRONICS
Serial Number:	78666313	TENDER TEARS
Serial Number:	78518515	THE WORLD'S JOY STORE
Serial Number:	78520643	THE WORLD'S TOY STORE
Serial Number:	78666120	TICKLE TUMMY BABY

Serial Number:	78877687	TOTALLY ME!
Serial Number:	78877715	TOTALLY ME!
Serial Number:	78875497	TRUE HEROES
Serial Number:	78472688	URBAN HEAT
Serial Number:	78870059	WILD FLOWERZ
Registration Number:	1996837	GALS "R" US
Serial Number:	78870030	COZY COUNTRY
Serial Number:	78886006	ROBONATION

CORRESPONDENCE DATA

Fax Number: (202)756-9299

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-756-9292

Email: christine.wilson@thomson.com

Correspondent Name: Corporation Service Company

Address Line 1: 1133 Avenue of the Americas

Address Line 2: Suite 3100

Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Christine Wilson
Signature:	/CHRISTINE WILSON/
Date:	08/24/2006

Total Attachments: 14

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Trademark Security Agreement

Trademark Security Agreement, dated as of July 19, 2006, by GEOFFREY, INC. (the "Pledgor"), in favor of BANC OF AMERICA BRIDGE LLC, in its capacity as administrative agent pursuant to the Credit Agreement (in such capacity, the "Administrative Agent").

WITNESSETH:

WHEREAS, the Pledgor is party to a Security Agreement of even date herewith (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgor hereby agrees with the Administrative 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. The Pledgor hereby pledges and grants to the Administrative 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 Geoffrey Collateral of the Pledgor:

(a) all trade names, trademarks, trademark applications, service marks, and service mark applications of the Pledgor listed on Schedule I attached hereto (the "Trademarks");

(b) all goodwill associated with such Trademarks; and

(c) all Proceeds of any and all of the foregoing.

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 Administrative Agent pursuant to the Security Agreement and Pledgor hereby acknowledges and affirms that the rights and remedies of the Administrative 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 Administrative Agent shall otherwise determine.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Administrative Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collat-

eral 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]

TRADEMARK
REEL: 003376 FRAME: 0525

IN WITNESS WHEREOF, the 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,

GEOFFREX, INC.

By: _____

Name: F. Clay Creasey, Jr.
Title: President

Accepted and Agreed:

BANC OF AMERICA BRIDGE LLC,
as Administrative Agent

By: _____
Name: Chris Ooten
Title: Principal

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Geoffrey, Inc.

Trademark Registrations:

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
"R" (reversed)	12/20/1999	75/876,240	7/17/2001	2,469,154	REGISTERED
"R" and Star Design	3/18/2002	76/386,805	5/13/2003	2,715,408	REGISTERED
"R" and Star Design	12/16/2002	78/194,923	12/16/2003	2,794,853	REGISTERED
"R" ROOM	7/18/2003	78/275,857	8/23/2005	2,988,090	REGISTERED
"R" US	8/8/1996	75/147,288	10/5/1999	2,282,394	REGISTERED
1-800-KIDS R US	9/4/1996	75/160,146	11/11/1997	2,112,001	REGISTERED
1-800-TOYS R US	9/11/1996	75/164,169	1/27/1998	2,132,057	REGISTERED
1-888-BABYRUS	7/20/2000	76/093,058	7/2/2002	2,587,410	REGISTERED
A GALAXY OF DISCOVERY & FUN	10/21/1999	75/828,574	1/15/2002	2,530,484	REGISTERED
A TIME FOR SMILES	9/27/2002	76/453,344	9/2/2003	2,758,568	REGISTERED
ANIMAL ALLEY	5/9/2000	76/044,816	6/5/2001	2,457,231	REGISTERED
ANIMAL ALLEY/FILLED WITH LOVE & Design	8/15/2000	76/109,691	8/27/2002	2,611,621	REGISTERED
BABIES "R" US	11/13/1995	75/017,902	3/18/1997	2,046,673	REGISTERED
BABIES "R" US	8/27/1996	75/156,889	12/2/1997	2,117,667	REGISTERED
BABIES "R" US	11/9/2000	76/162,515	10/2/2001	2,494,425	REGISTERED
BABIES "R" US	4/2/2001	76/234,510	11/13/2001	2,507,154	REGISTERED
BABIES "R" US & Design	10/8/1996	75/178,786	10/7/1997	2,103,337	REGISTERED
BABIESRUS.COM	8/10/1999	75/772,393	2/25/2003	2,691,300	REGISTERED
BABIESRUS.COM	7/27/2000	76/097,655	8/21/2001	2,479,836	REGISTERED
BABY GEE and Design	3/1/1974	73/014,695	6/24/1975	1,014,065	REGISTERED
BABY SUPERSTORE	7/3/1986	73/607,704	2/2/1988	1,475,416	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
BABY SUPERSTORE	4/4/1995	74/659,503	9/10/1996	1,999,333	REGISTERED
BABY SUPERSTORE & Baby Design	3/21/1988	73/717,624	1/3/1989	1,519,342	REGISTERED
BAND IN A DRUM	4/29/2002	78/124,685	5/25/2004	2,846,463	REGISTERED
BIG ON COOL, LOW ON PRICE	6/14/2002	76/420,017	7/29/2003	2,744,707	REGISTERED
BIKES "R" US	1/27/1986	73/579,624	8/26/1986	1,407,192	REGISTERED
BOYS "R" US	8/3/1995	74/710,793	8/27/1996	1,996,839	REGISTERED
BRANDI	12/16/1998	75/606,764	7/31/2001	2,474,077	REGISTERED
BRUCE MOOSE ON THE LOOSE	1/21/1999	75/624,003	1/16/2001	2,422,027	REGISTERED
CAMP GEOFFREY	8/17/2001	78/079,756	11/19/2002	2,652,783	REGISTERED
CANDY TIME	9/5/1989	73/823,559	9/25/1990	1,615,071	REGISTERED
CATCH-A-MESS	6/2/2004	78/428,504	5/17/2005	2,953,982	REGISTERED
CHILDREN'S BARGAIN TOWN & Design	5/24/1967	72/272,259	8/13/1968	854,559	REGISTERED
CLUB K.R.U.	7/9/2002	78/142,245	9/14/2004	2,885,063	REGISTERED
COLE	5/4/2001	76/250,923	12/24/2002	2,667,399	REGISTERED
COMPUTERS "R" US (stylized)	1/28/1986	73/580,077	10/14/1986	1,413,778	REGISTERED
CRAZY CAMEL	4/29/1999	75/696,459	3/27/2001	2,439,322	REGISTERED
CRIB PALS	4/24/1987	73/657,079	1/12/1988	1,472,468	REGISTERED
DARBY	9/12/2000	76/127,844	4/30/2002	2,566,146	REGISTERED
DARLA	9/12/2000	76/127,842	8/27/2002	2,613,323	REGISTERED
DARNY	11/8/2002	78/183,050	5/18/2004	2,843,999	REGISTERED
DELIVERING LOW PRICES AND THE SERVICE YOU EXPECT	2/20/1996	75/060,119	7/1/1997	2,076,473	REGISTERED
DREAM DAZZLERS	11/27/1998	75/597,340	6/6/2000	2,354,818	REGISTERED
EDU-SCIENCE	9/17/1971	72/403,025	1/23/1973	951,333	REGISTERED
ELITE OPERATIONS	4/2/2001	76/234,512	10/29/2002	2,644,193	REGISTERED
ESPECIALLY FOR BABY	3/13/1996	75/071,744	5/12/1998	2,157,821	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
ESPECIALLY FOR BABY	4/29/1999	75/696,460	1/28/2003	2,681,514	REGISTERED
ESPECIALLY FOR BABY	4/29/1999	75/981,618	3/12/2002	2,548,257	REGISTERED
ESPECIALLY FOR BABY	10/21/2004	78/503,372	4/25/2006	3,084,672	REGISTERED
ESPECIALLY FOR KIDS	4/29/1999	75/696,474	6/11/2002	2,579,266	REGISTERED
ESPECIALLY FOR KIDS	3/19/2004	78/387,277	3/29/2005	2,936,370	REGISTERED
FAST LANE	3/12/1990	74/037,491	6/18/1991	1,648,557	REGISTERED
FAST LANE	11/21/2003	78/331,419	2/21/2006	3,060,993	REGISTERED
FAST MOVES	2/23/1990	74/031,790	11/27/1990	1,624,974	REGISTERED
FAST MOVES	6/16/1995	74/689,826	5/28/1996	1,976,629	REGISTERED
FILLED WITH LOVE	6/1/2000	76/061,317	8/19/2003	2,753,555	REGISTERED
FIRST DISCOVERIES	4/5/2000	76/018,434	7/23/2002	2,598,829	REGISTERED
FIRST STAGES	8/13/2003	78/286,608	5/31/2005	2,958,331	REGISTERED
FLEAS ON FLETCHER	6/11/2001	78/068,396	6/24/2003	2,730,663	REGISTERED
FRIGHT SITE	2/18/1999	75/642,518	8/28/2001	2,483,050	REGISTERED
FUN YEARS	4/30/1990	74/054,276	6/11/1991	1,647,517	REGISTERED
FUN YEARS	6/2/1999	75/719,789	3/12/2002	2,547,882	REGISTERED
GALS "R" US	8/3/1995	74/710,333	8/27/1996	1,996,837	REGISTERED
GEOFFREY	4/4/2002	76/391,662	8/12/2003	2,749,633	REGISTERED
GEOFFREY'S BOX OFFICE	4/29/2002	78/124,690	3/16/2004	2,824,075	REGISTERED
GEOFFREY'S FUNDAY	12/29/2003	78/346,039	1/25/2005	2,920,781	REGISTERED
GEOFFREY'S HOLIDAY SHOP	4/26/2002	78/124,291	3/16/2004	2,824,074	REGISTERED
GEOFFREY'S TOYS "R" US	4/5/2004	78/396,219	7/19/2005	2,970,366	REGISTERED
GEOFFREY'S WISH LIST	5/28/2002	76/414,465	6/1/2004	2,848,535	REGISTERED
GEOFFREYTRON	6/12/2001	78/068,758	12/23/2003	2,799,113	REGISTERED
GIFTSRUS.COM	7/15/2002	78/143,784	8/26/2003	2,756,179	REGISTERED
Giraffe Design	2/20/1976	73/077,791	10/26/1976	1,051,394	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
Giraffe design (Animatronic)	9/27/2002	76/453,342	8/26/2003	2,755,746	REGISTERED
Giraffe Design (Geoffrey)	6/16/1983	73/429,052	7/24/1984	1,287,473	REGISTERED
Giraffe Design (Geoffrey-2)	3/7/1995	74/645,076	6/18/1996	1,980,756	REGISTERED
GIRAFFIC	6/27/2003	78/267,904	6/22/2004	2,856,049	REGISTERED
GIRAFFIC PARTY	6/27/2003	78/267,907	5/18/2004	2,843,268	REGISTERED
GIRLS ON THE GO	9/16/1997	75/357,538	7/27/1999	2,265,583	REGISTERED
GIRLS "R" US	8/3/1995	74/710,336	8/20/1996	1,995,301	REGISTERED
GOODIES "R" US	4/2/2001	76/234,507	11/19/2002	2,651,373	REGISTERED
GUYS "R" US	8/3/1995	74/710,334	8/27/1996	1,996,838	REGISTERED
HIGH FREQUENCY	9/22/1989	73/826,959	11/27/1990	1,625,013	REGISTERED
HIGH FREQUENCY	3/21/1991	74/800,777	8/10/1993	1,787,290	REGISTERED
HOPKINS	5/4/2001	76/250,921	12/31/2002	2,670,567	REGISTERED
HUGHBERT	5/25/2001	78/065,871	7/29/2003	2,744,936	REGISTERED
I'M A TOYS "R" US KID (Stylized)	1/31/1989	73/777,893	9/5/1989	1,554,613	REGISTERED
IMAGINARIUM	9/8/1998	75/549,274	3/28/2000	2,334,764	REGISTERED
IMAGINARIUM	8/25/1987	73/680,622	2/7/1989	1,523,917	REGISTERED
IMAGINARIUM	4/13/1979	73/211,424	7/7/1981	1,160,352	REGISTERED
IMAGINARIUM A GALAXY OF TOYS	6/21/1999	75/733,017	4/25/2000	2,345,481	REGISTERED
IMAGINARIUM RAILWAY	5/9/2000	76/044,815	4/15/2003	2,707,504	REGISTERED
IMAGINARIUM ZOOARIUM	7/20/2000	76/093,057	10/1/2002	2,629,021	REGISTERED
IMAGINARIUM.COM	10/15/2001	76/325,585	7/9/2002	2,591,518	REGISTERED
JUST A MINUTE	7/8/1994	74/547,162	2/13/1996	1,955,734	REGISTERED
JUST LIKE HOME	9/5/2003	78/296,630	1/25/2005	2,921,759	REGISTERED
K.R.U.	12/20/2000	76/184,542	4/6/2004	2,830,366	REGISTERED
KENDRA	12/16/1998	75/606,762	11/21/2000	2,407,100	REGISTERED
KIDS "R" US	6/30/1998	75/511,251	12/21/1999	2,301,735	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
KIDS "R" US	7/29/2002	76/436,120	6/3/2003	2,721,172	REGISTERED
KIDS "R" US (in block letters)	3/18/1999	75/662,998	3/20/2001	2,436,300	REGISTERED
KIDS "R" US (Stylized)	1/13/1989	73/775,179	8/29/1989	1,554,261	REGISTERED
KIDS R US	10/27/2003	78/319,087	10/26/2004	2,897,431	REGISTERED
KIDS WORLD	4/29/1996	75/096,166	9/1/1998	2,186,337	REGISTERED
KOALA BABY	9/20/1995	74/731,604	8/11/1998	2,180,961	REGISTERED
KOALA BABY	1/2/1980	75/470,341	5/11/1999	2,244,703	REGISTERED
KOALA KIDS	10/5/1994	74/582,487	4/27/1999	2,241,678	REGISTERED
KOALA KIDS!	9/12/1988	73/753,264	2/27/1990	1,584,763	REGISTERED
KRU (Stylized)	9/12/2000	76/127,845	5/25/2004	2,845,304	REGISTERED
LICKERISH	5/4/2001	76/250,919	7/12/2005	2,967,459	REGISTERED
LIGHTNING BUG	7/26/1989	73/815,007	8/28/1990	1,611,289	REGISTERED
LIGHTNING BUG & Design	9/28/1989	73/828,062	9/4/1990	1,612,117	REGISTERED
LIGHTS "R" US	12/20/1999	75/876,244	6/5/2001	2,456,969	REGISTERED
LIL CHEFS BAKERY	3/2/1999	75/651,652	3/6/2001	2,434,074	REGISTERED
LIL CHEFS KITCHEN	3/2/1999	75/651,653	1/16/2001	2,422,089	REGISTERED
LIL CHEFS MARKET	3/2/1999	75/651,654	1/16/2001	2,422,090	REGISTERED
LITTLE LEGENDS	11/24/1998	75/594,819	7/9/2002	2,590,173	REGISTERED
LOW PRICE SUPER STARS	7/24/2002	76/433,564	1/31/2006	3,052,020	REGISTERED
MATHEMATICS "R" US (Stylized)	6/1/1987	73/664,129	1/19/1988	1,473,595	REGISTERED
MAYA	12/16/1998	75/606,763	11/14/2000	2,404,767	REGISTERED
MINIWEAR	3/22/1990	74/041,183	12/6/1994	1,866,411	REGISTERED
MINIWEAR	3/13/1996	75/071,999	1/7/1997	2,029,016	REGISTERED
MINIWEAR & Design	7/24/1995	74/705,899	11/3/1998	2,201,649	REGISTERED
NEW LEGENDS	6/24/1991	74/179,076	8/6/1996	1,990,611	REGISTERED
NURSERY TIMES	2/27/1998	75/442,193	3/16/1999	2,232,175	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
OLIVE THE SEA TURTLE	10/28/2003	78/319,758	7/26/2005	2,979,444	REGISTERED
PAVILION	10/8/1987	73/688,656	6/21/1988	1,493,291	REGISTERED
PETS "R" US	12/20/1999	75/876,243	5/29/2001	2,454,904	REGISTERED
PLAYETTE	7/14/1988	73/739,680	3/7/1989	1,529,069	REGISTERED
PORTRAITS "R" US (Stylized)	12/30/1985	73/575,571	8/12/1986	1,405,364	REGISTERED
POSITIVELY NORTH POLE	6/2/1999	75/719,791	9/5/2000	2,382,831	REGISTERED
R US	12/20/1999	75/876,241	4/10/2001	2,442,370	REGISTERED
R ZONE	1/20/2003	78/205,089	9/21/2004	2,886,286	REGISTERED
RALLYE	4/6/1999	75/676,258	11/14/2000	2,403,494	REGISTERED
RALLYE (Stylized)	2/12/1987	73/644,352	5/7/1996	1,972,035	REGISTERED
RANDOM ACT OF KIDNESS!	1/4/2002	76/356,080	12/17/2002	2,662,790	REGISTERED
REAL FRIENDS	12/15/1998	75/607,797	12/5/2000	2,411,265	REGISTERED
RIGGSLEY	5/4/2001	76/250,920	6/3/2003	2,722,209	REGISTERED
SABLE	5/4/2001	76/250,922	9/23/2003	2,767,478	REGISTERED
SAND GEAR	8/13/2003	78/286,609	4/19/2005	2,943,228	REGISTERED
SHOES 'R' US	12/30/1985	73/575,564	8/12/1986	1,405,363	REGISTERED
SHOOT BACK BASKETBALL	6/2/1999	75/719,792	9/5/2000	2,382,832	REGISTERED
SLURP 'N BURP	2/18/1998	75/436,028	3/28/2000	2,336,633	REGISTERED
SMART SPOT	9/16/2002	78/164,321	7/1/2003	2,732,338	REGISTERED
SOFT CLASSICS	12/4/1986	73/633,624	7/7/1987	1,446,634	REGISTERED
SOFT 'N SNUG	9/16/2002	78/164,339	5/17/2005	2,953,065	REGISTERED
SPORTS "R" US	6/9/2004	78/432,500	8/2/2005	2,981,142	REGISTERED
SPORTSRUS.COM	7/27/2000	76/097,656	2/10/2004	2,813,374	REGISTERED
STATS	11/14/1995	75/019,500	11/19/1996	2,017,486	REGISTERED
STATS	12/10/1997	75/402,961	3/27/2001	2,438,824	REGISTERED
STATS FOR THE CHAMPIONS	8/10/1999	75/772,392	5/23/2000	2,351,996	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
STATS GEAR	11/7/2003	78/324,835	5/9/2006	3,090,999	REGISTERED
STATS PRO	8/15/2000	76/109,690	12/10/2002	2,660,319	REGISTERED
STICKERS "R" US	12/20/1999	75/876,242	7/10/2001	2,467,339	REGISTERED
Stork Design	8/10/1999	75/772,391	12/11/2001	2,516,271	REGISTERED
SUPER LEGENDS	10/13/2003	78/312,918	6/7/2005	2,961,347	REGISTERED
SUPER SLICKS	3/26/1971	72/387,576	11/28/1972	947,852	REGISTERED
TANISHA	12/16/1998	75/606,761	11/14/2000	2,404,766	REGISTERED
THE BEST SPORTS STORE FOR KIDS AND MORE	7/28/2003	78/279,431	7/19/2005	2,973,555	REGISTERED
THE CENTER OF THE TOY UNIVERSE	10/12/2000	76/145,856	10/21/2003	2,776,168	REGISTERED
THREADS CLOTHING FOR KIDS & Design	9/10/1990	74/095,896	9/8/1992	1,714,683	REGISTERED
THREADS CLOTHING FOR KIDS & Design	7/20/1995	74/705,244	3/11/1997	2,044,957	REGISTERED
TIMES SQUARE BEAR	4/2/2001	76/234,509	6/25/2002	2,586,909	REGISTERED
TOMMY THE SNAKE	3/16/2004	78/384,990	3/14/2006	3,069,204	REGISTERED
TOTALLY ME!	3/18/2002	78/115,520	11/25/2003	2,786,254	REGISTERED
TOYS'R'US	9/3/1985	73/556,502	7/1/1986	1,399,419	REGISTERED
TOYS "R" US	3/19/1969	320,104	11/10/1970	902,125	REGISTERED
TOYS "R" US	3/6/2000	75/936,743	4/24/2001	2,446,213	REGISTERED
TOYS "R" US	9/27/2002	76/453,343	9/2/2003	2,758,567	REGISTERED
TOYS "R" US	12/17/2002	78/195,423	12/23/2003	2,797,686	REGISTERED
TOYS "R" US	12/17/1980	290,146	11/2/1982	1,215,353	REGISTERED
TOYS "R" US	11/22/1995	75/023,624	11/26/1996	2,019,153	REGISTERED
TOYS "R" US	10/6/1995	75/002,370	10/1/1996	2,004,335	REGISTERED
TOYS "R" US	4/13/1987	654,918	3/21/1989	1,531,202	REGISTERED
TOYS "R" US	5/20/1997	75/126,558	5/20/1997	2,063,369	REGISTERED
TOYS "R" US	3/17/1998	75/451,554	8/24/1999	2,271,828	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
TOYS "R" US (in block letters)	3/18/1999	75/662,997	7/4/2000	2,364,201	REGISTERED
TOYS "R" US and Star Design (with rays)	8/26/1999	75/786,110	7/4/2000	2,364,575	REGISTERED
TOYS "R" US and Star Design (without rays)	8/26/1999	75/786,109	6/27/2000	2,362,269	REGISTERED
TOYS "R" US KIDS WORLD	4/29/1996	75/096,165	12/9/1997	2,120,473	REGISTERED
TOYS "R" US TOY BOX	7/9/2003	78/272,088	10/4/2005	3,003,574	REGISTERED
TOYSRUS.	8/27/1996	75/156,709	4/21/1998	2,151,817	REGISTERED
TOYSRUS.COM	2/11/1999	75/639,021	7/25/2000	2,370,396	REGISTERED
TRUE GIRLZ	2/11/1999	75/980,529	4/30/2002	2,565,962	REGISTERED
TYKES "R" US	9/18/1995	74/730,026	8/20/1996	1,995,618	REGISTERED
UNIQUELY YOU, WHATEVER YOU DO.	5/2/2002	78/125,690	2/3/2004	2,811,730	REGISTERED
VIEWPOINTS ON PARENTING	6/29/2000	76/081,303	1/22/2002	2,533,141	REGISTERED
WHEN & WEAR	9/1/1995	74/724,041	9/30/1997	2,101,965	REGISTERED
YOU & ME	4/2/2001	76/234,511	12/9/2003	2,792,018	REGISTERED
YOU'LL NEVER OUTGROW US	3/21/1988	718,111	2/28/1989	1,527,485	REGISTERED
ZIZI AND ZYNN	3/18/1999	75/662,839	3/27/2001	2,439,235	REGISTERED

Geoffrey, Inc.

Trademark Applications:

TRADEMARK	FILING DATE	APPLICATION NUMBER	STATUS
"R" CLUB	6/2/2003	78/256,958	PENDING
"R" CLUB	6/12/2003	78/261,663	PENDING
4 TO WIN	8/1/2005	78/682,890	PENDING
ANIMAL ALLEY BABY	2/18/2005	78/570,374	PENDING
B.R. BRUIN	2/28/2006	78/825,423	PENDING

TRADEMARK	FILING DATE	APPLICATION NUMBER	STATUS
BABY DARLA	4/14/2004	78/401,373	ALLOWED
BABY GO POTTY	5/4/2006	78/876,300	PENDING
BABY-SO-BIG	4/4/2006	78/853,626	PENDING
BEAST BUGGY	9/14/2004	78/483,503	ALLOWED
BIRTHDAYS "R" US	8/25/2004	78/473,401	PENDING
CARGO PORT CENTRAL	3/1/2004	78/376,059	PENDING
CATRINA THE PRINCESS WITH ATTITUDE!	2/13/2004	78/367,847	ALLOWED
CHESTNUT RIDGE	7/8/2005	78/666,353	PENDING
COSMO	9/19/2001	76/314,563	PENDING
COZY COUNTRY	4/26/2006	78/807,030	PENDING
EGGCETERA	7/8/2005	78/666,522	PENDING
FAST LANE...GET INTO IT!	11/21/2003	78/331,420	ALLOWED
FUNCTION JUNCTION	5/25/2005	78/637,217	PENDING
GAME TIME	3/12/2003	78/224,742	ALLOWED
GEOFFREY'S	7/7/2003	78/271,131	PENDING
GLITTER CITY	5/30/2006	78/896,103	PENDING
KYLE THE KILLER WHALE	10/4/2004	78/494,128	PENDING
MEKA-ZOKU ROBOT WARRIORS FROM BEYOND	8/24/2004	78/472,686	ALLOWED
QUICK START REGISTRY	5/2/2006	78/873,999	PENDING
RIELING	5/4/2006	78/876,911	PENDING
ROBONATION	5/17/2006	78/886,008	PENDING
SOUND CITY RAILWAY	4/11/2006	78/858,487	PENDING
SPLASH GEAR	8/21/2003	78/290,130	ALLOWED
SPRINKLES	4/4/2006	78/853,590	PENDING
STUDIO G	7/9/2002	78/142,183	ALLOWED
SWEET & LOVING BABY	9/3/2003	78/295,228	ALLOWED
SWEET LOVING BABY	6/21/2006	78/912,884	PENDING

TRADEMARK	FILING DATE	APPLICATION NUMBER	STATUS
TEENTRONICS	2/1/2005	78/558,065	PENDING
TENDER TEARS	7/8/2005	78/666,313	PENDING
THE WORLD'S JOY STORE	11/17/2004	78/518,515	ALLOWED
THE WORLD'S TOY STORE	11/21/2004	78/520,643	PENDING
TICKLE TUMMY BABY	7/8/2005	78/666,120	PENDING
TOTALLY ME!	5/5/2006	78/877,687	PENDING
TOTALLY ME!	5/5/2006	78/877,715	PENDING
TRUE HEROES	5/3/2006	78/875,497	PENDING
URBAN HEAT	8/24/2004	78/472,688	ALLOWED
WILD FLOWERZ	4/26/2006	78/870,059	PENDING