

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the Release and Reassignment to release all ten secured entities previously recorded on Reel 002257 Frame 0666. Assignor (s) hereby confirms the Release and Reassignment.

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Foothill Capital Corporation as Agent		02/26/2001	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	eToys, Inc.
<b>Street Address:</b>	12200 W. Olympic Blvd.
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90064
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	Babycenter, Inc.
<b>Street Address:</b>	12200 W. Olympic Blvd.
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90064
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	Babycenter Advertising, LLC
<b>Street Address:</b>	12200 W. Olympic Blvd.
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90064
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

<b>Name:</b>	eKids, Inc.
<b>Street Address:</b>	12200 W. Olympic Blvd.
<b>City:</b>	Los Angeles

OP \$90.00 2436417

State/Country:	CALIFORNIA
Postal Code:	90064
Entity Type:	CORPORATION: DELAWARE

Name:	eToys Distribution, LLC
Street Address:	12200 W. Olympic Blvd.
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90064
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	eToys Europe Inc.
Street Address:	12200 W. Olympic Blvd.
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90064
Entity Type:	CORPORATION: DELAWARE

Name:	eKids Canada Ltd.
Street Address:	12200 W. Olympic Blvd.
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90064
Entity Type:	CORPORATION: CANADA

Name:	eToys Canada Ltd.
Street Address:	12200 W. Olympic Blvd.
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90064
Entity Type:	CORPORATION: CANADA

Name:	Babycenter Canada Ltd.
Street Address:	12200 W. Olympic Blvd.
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90064
Entity Type:	CORPORATION: CANADA

Name:	PMJ Corporation
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Street Address:	12200 W. Olympic Blvd.
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90064
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2436417	EKIDS
Registration Number:	2806036	ETOYS
Registration Number:	2191558	ETOYS

CORRESPONDENCE DATA

Fax Number: (919)416-8363  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 9192868041  
Email: pto\_tmconfirmation@mvalaw.com  
Correspondent Name: Moore & Van Allen PLLC  
Address Line 1: 430 Davis Drive  
Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	033532.000CORRTFOOTETOYJS
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	07/09/2007

Total Attachments: 17  
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03-26-2001

3 SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



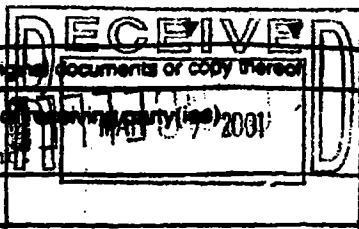
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To the Honorable Commissioner of

101648175

attached original documents or copy thereof



1. Name of conveying party(ies):

Foothill Capital Corporation *3-4-01*

- Individual(s)
  - General Partnership
  - Corporation-State - CA
  - Other \_\_\_\_\_
- Association
  - Limited Partnership

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

3. Nature of conveyance:

- Assignment
  - Security Agreement
  - Other Release and reassignment
- Merger
  - Change of Name

Execution Date: February 26, 2001

2. Name and address of conveying party(ies):

Name: eToys, Inc.

Internal Address: \_\_\_\_\_

Street Address: 12200 W. Olympic Blvd.

City: Los Angeles State: CA ZIP: 90064

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designates is attached?  Yes  No

(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

See attached Schedule A

B. Trademark Registration No.(s)

See attached Schedule A

Additional numbers attached?  Yes  No

*75745838*

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

Name: John A. Van Hook, Esq.

Internal Address: Irell & Manella, LLP

Street Address: 1800 Avenue of the Stars

City: Los Angeles State: CA ZIP: 90067

6. Total number of applications and registrations involved: \_\_\_\_\_

43

7. Total fee (37 CFR 3.41).....\$ 1090.00

- Enclosed
- 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.

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.

John A. Van Hook  
Name of Person Signing

*John A. Van Hook*  
Signature

3/6/01  
Date

Total number of pages including cover sheet, attachments, and document: 102

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

TRADEMARK  
REEL: 002257 FRAME: 0666

TRADEMARK  
REEL: 003576 FRAME: 0498

to the Trademark Security Agreement  
Trademarks of Debtors

A-1

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**TRADEMARK**  
**REEL: 002257 FRAME: 0667**

**TRADEMARK**  
**REEL: 003576 FRAME: 0499**

Trull + Mandala

Toys Dismissed TMS July 31, P

CLIENT	DKT/MATTER/ FILE NO	COUNTRY	TRADEMARK	FILED	SER.NO./ PRIORITY	PROSECUTION STATUS	COMMENTS
ETOYS	T03148US 155035/0006 4.1	US 42	EKIDS	5/15/99	75/708,414	APPLN PENDING	
ETOYS	T03198US 155035/0006 4.2	US 25	EKIDS	7/7/99	75/745,838	APPLN PENDING SUSPENDED 1/7/2000	
ETOYS	T03372US 155035/0033 1	US 41	EKID	2/22/00		APPLN PENDING	
ETOYS	T03516US 155035/0006 4.3	US 35	EKIDS	4/28/00		FOREIGN FILING DUE 8/22/00 APPLN PENDING	
ETOYS	T03517US 155035/0006 4.4	US 38	EKIDS	4/28/00		FOREIGN FILING DUE 10/28/00 APPLN PENDING	
ETOYS	T03518US 155035/0006 4.5	US 41	EKIDS	4/28/00		FOREIGN FILING DUE 10/28/00 APPLN PENDING	
ETOYS	T03519US 155035/0006 4.6	US 42	EKIDS	4/28/00		FOREIGN FILING DUE 10/28/00 APPLN PENDING	
ETOYS (BONAVENTURE CORP.)	T03199US 155035/0012 14.1	US 25	E-KIDZ	4/29/98	75/476,311	REGISTERED 3/14/00 2,327,905	
ETOYS	T03149US 155035/0007 5.1	US 42	HOBBIES.COM	5/10/99	75/701,220	APPLN PENDING	
ETOYS	T03187US 155035/0016 19.1	US 42	EBIRTHDAYS	06/21/99	75/740,940	ABANDONED 1/10/2000	ABANDON APPLICATIO PER CLIENT
ETOYS	T03151US 155035/0008 6.1	US 42	BIRTHDAYS.COM	5/21/99	75/711,734	ABANDONED 1/10/2000	ABANDON APPLICATIO PER CLIENT

TRADEMARK  
REEL: 002257 FRAME: 0668

TRADEMARK  
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CLIENT	DKT/MATTER/ FILE NO	COUNTRY	TRADEMARK	FILED	SER.NO./ PRIORITY	PROSECUTION STATUS	COMMENTS
ETOYS	T03185US 1550350013 15.1	US 42	BABY.COM	5/24/96	75/109,883	REGISTERED 9/30/97 2,101,059	
ETOYS	T03203US 1550350006 15.2	US 42	BABY.COM	7/12/99	75/749,752	ABANDONED 1/6/2000	ABANDON APPLICATION PER CLIENT
ETOYS	T03186US 1550350013 16.F	US 42	PREGNACY.COM	5/24/96	75/109,881	REGISTERED 7/1/97 2,076,596	
ETOYS	T03188US 1550350009 8.1	US 35	BABY.STORE	2/12/99	75/639,522	APPLN PENDING	
ETOYS	T03189US 1550350009 9.1	US 42	BABY.INFO	1/7/99	75/617,754	APPLN PENDING	NO FOREIGN FILING PER CLIENT
ETOYS	T03190US 1550350009 10.1	US 4	BABY.WEB	1/7/99	75/617,753	REGISTERED 6/13/00 2,358,839	NO FOREIGN FILING PER CLIENT
ETOYS	T03315US 1550350022 23.1	US 42	WHERE GREAT IDEAS COME TO YOU	9/29/99	75/812,233	APPLN PENDING	NO FOREIGN FILING PER CLIENT
ETOYS	T03209US 1550350000 21.1	US 39	SURE SHIP	8/3/99	75/767,168	PUBLISHED 5/16/2000 APPLN PENDING	NO FOREIGN FILING PER CLIENT
ETOYS	T03327US 1550350023 24.1	US 42	PERSONAL GIFT FINDER	10/22/99	75/829,152	RESPONSE TO 1/5/2000 OFFICE ACTION DUE 7/5/2000	NO FOREIGN FILING PER CLIENT
ETOYS	T03335US 1550350025 26.1	US 41	PLAY@ETOYS	11/5/99	75/842,092	APPLN PENDING RESPONSE TO 3/23/00 OFFICE ACTION DUE 9/23/00	NO FOREIGN FILING PER CLIENT
						RESPONSE TO 4/20/00 OFFICE ACTION DUE 10/20/00	NO FOREIGN FILING PER CLIENT

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CLIENT	DKT/MATTER/ FILE NO	COUNTRY	TRADEMARK	FILED	SER.NO./ PRIORITY	PROSECUTION STATUS	COMMENTS
ETOYS	T03336US 155035/26 27.1	US 41	PLAY AT ETOYS	11/5/99	75/842,090	APPLN PENDING RESPONSE TO 04/20/00 OFFICE ACTION DUE 10/20/00	NO FOREIGN FILING PER CLIENT
ETOYS	T03338US 155035/27 28.1	US 41	ETOYS	11/5/99	75/842,089	APPLN PENDING RESPONSE TO 4/26/00 OFFICE ACTION DUE 10/26/00	NO FOREIGN FILING PER CLIENT
ETOYS	T03337US 155035/0028 29.1	US 41	THE PLACE TO PLAY ONLINE	11/5/99	75/842,091	APPLN PENDING RESPONSE TO 4/24/00 OFFICE ACTION DUE 10/24/00	NO FOREIGN FILING PER CLIENT
ETOYS	T03339US 155035/0034 30.1	US 41	HYPERZONE	11/8/99	75/844,572	APPLN PENDING RESPONSE TO 4/20/00 OFFICE ACTION DUE 10/20/00	NO FOREIGN FILING PER CLIENT
ETOYS	T03410US 155035/0031 1	US 41	HYPERNATION	1/14/00	75/896,973	APPLN PENDING FOREIGN FILING DUE 7/14/00	
ETOYS	T03480US 155035/0036 1	US 35	EK	4/17/00		APPLN PENDING FOREIGN FILING DUE 10/17/00	
ETOYS	T03481US 155035/0036 2	US 38	EK	4/17/00		APPLN PENDING FOREIGN FILING DUE 10/17/00	
ETOYS	T03482US 155035/0036 3	US 41	EK	4/17/00		APPLN PENDING FOREIGN FILING DUE 10/17/00	
ETOYS	T03483US 155035/0036 4	US 42	EK	4/17/00		APPLN PENDING FOREIGN FILING DUE 10/17/00	

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TRADEMARK  
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CLIENT	DKT/MATTER/ FILE NO	COUNTRY	TRADEMARK	FILED	SER.NO./ PRIORITY	PROSECUTION STATUS	COMMENTS
ETOYS	T03484US 155035/0035 1	US 35	EK.COM	4/17/00		APPLN PENDING	
ETOYS	T03485US 155035/0035 2	US 38	EK.COM	4/17/00		FOREIGN FILING DUE 10/17/00 APPLN PENDING	
ETOYS	T03486US 155035/0035 3	US 41	EK.COM	4/17/00		FOREIGN FILING DUE 10/17/00 APPLN PENDING	
ETOYS	T03487US 155035/0035 4	US 42	EK.COM	4/17/00		FOREIGN FILING DUE 10/17/00 APPLN PENDING	
ETOYS	T03522US 155035/0039 1	US 35	PARENTCENTER.COM	5/1/00		FOREIGN FILING DUE 10/17/00 APPLN PENDING	
ETOYS	T03523US 155035/0039 2	US 41	PARENTCENTER.COM	5/1/00		FOREIGN FILING DUE 11/1/00 APPLN PENDING	
ETOYS	T03524US 155035/0038 1	US 35	PARENTSCENTER.COM	5/1/00		FOREIGN FILING DUE 11/1/00 APPLN PENDING	
ETOYS	T03525US 155035/0038 2	US 41	PARENTSCENTER.COM	5/1/00		FOREIGN FILING DUE 11/1/00 APPLN PENDING	
ETOYS	T03526US 155035/0037 1	US 39	EKTRAVEL	5/1/00		FOREIGN FILING DUE 11/1/00 APPLN PENDING	
ETOYS	T03620US	US 35	WE BRING THE TOY STORE TO YOU	6/4/98	75/496,165	REGISTERED 12/28/99 2,304,854	
ETOYS	T03621US	US 35	ETOYS	5/19/97	75/293,818	REGISTERED 9/22/98 2,191,558	

TRADEMARK  
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TRADEMARK  
REEL: 003576 FRAME: 0503

CLIENT	DKT/MATTER/ FILE NO	COUNTRY	TRADEMARK	FILED	SER.NO./ PRIORITY	PROSECUTION STATUS	COMMENTS
ETOYS	T03622US	US 35	TOYSEARCH	6/4/98	75/496,078	REGISTERED 4/13/99 2,239,000	
ETOYS		US 9, 16, 35, 42	CRADLE AND ALL	10/27/99	75/834,193	APPLN PENDING	
ETOYS		US 35	Design Only	2/22/99	75/644,821	APPLN PENDING  Published for Opposition April 11, 2000	
ETOYS		US 28, 35	ETOYS	12/24/98	75/611,845	APPLN PENDING	

TRADEMARK  
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TRADEMARK  
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CONFIDENTIAL  
TRADEMARK PROPERTY STATUS REPORT

COUNTRY	TRADEMARK	CLASS(ES)	APPL. NO. FILING DATE	REG. NO. ISSUE DATE	STATUS AND REMARKS	ITC REF. COUNTRY ATTY(S) HANDLIN 018675-001300US JCB (MAS)
US	ETOYS	028, 035;	75/611845 12/24/98		Pending Response to final Office action Appeal brief Due : 07/08/00	
US	MISCELLANEOUS DESIGN	035;	75/644821 07/27/99		Pending Priority response to Office action	018675-001300US (MAS)

TRADEMARK  
REEL: 002257 FRAME: 0673

TRADEMARK  
REEL: 003576 FRAME: 0505

**BAKER & MCKENZIE**  
**TRADEMARK APPLICATIONS AND REGISTRATIONS - BABYCENTER, INC.**

File No.	Trademark	Country	Appl. # File Date	Reg. # Reg. Date	Appl. Date Ren Date	Class #	Goods Description	Comments
68131507.5007	BABYCENTER	Canada	085719100 09/24/1997				Electronic media, namely CD ROMS, videotapes, audio cassettes, digital video disks in the field of health, pregnancy, parenting and child care; printed publications, namely newsletters, booklets, flyers, and informational sheets relating to health, pregnancy, parenting and child care  Retail sales services and buying club services for health, pregnancy, parenting and child care goods offered on a global computer network; computer services, namely providing on-line publications relating to health, pregnancy, parenting and child care	Pending. Response to Office Action due 07/25/2000.
68131507.5009	BABYCENTER	European Community	641183 09/29/1997			19 116 135 141 142	Electronic media; compact discs; video recordings; audio recordings; digital video discs  Printed publications; news letters; booklets; flyers; information sheets  Buying club services  Electronic publishing services  Provision of information relating to health, pregnancy, parenting, childcare, and goods and services related to foregoing, on-line from a computer network or via the internet	Pending.
68131507.5010	BABYCENTER	France	99 778973 03/04/1999			19 116 135 142	English translation not available	Pending. Published 04/09/1999.
68131507.5012	BABYCENTER	U.S.A.	75978057 03/31/1997	2237861 04/06/1999	A: 04/06/2005 R: 04/06/2009	116 135	Printed publications, namely, newsletters, booklets, and informational printed sheets relating to health, pregnancy, parenting and childcare  Retail store services and buying club services for health, pregnancy, parenting and child care goods offered on a global computer network	Registered.
						142	Computer services, namely providing on-line publications relating to health, pregnancy, parenting and child care	

TRADEMARK  
 REEL: 002257 FRAME: 0674

TRADEMARK  
 REEL: 003576 FRAME: 0506

**BAKER & MCKENZIE**  
**TRADEMARK APPLICATIONS AND REGISTRATIONS - BABYCENTER, INC.**

File No.	Trademark	Country	Appl. # File Date	Reg. # Reg. Date	Affid. Date Reel Date	Class	Goods Description	Comments
68131507.5011	BABYCENTER	U.S.A.	75266780 03/31/1997			19	Electronic media, namely, CD-Roms, videotapes, audiocassettes, digital video disks in the fields of health, pregnancy parenting and childcare.	Third Extension Granted; Fourth Request for Extension of Time of Statement of Use due 07/28/2000.
68131507.5013.	BABYCENTER & design	U.S.A.	75772571 08/10/1999			116 135 142	Printed publications, namely-newsletters, booklets, and informational printed sheets relating to health, pregnancy, parenting and childcare  Retail store services and buying club services for health, pregnancy, parenting and child care goods offered on a global computer network  Computer services, namely-providing on-line publications relating to health, pregnancy, parenting and child care	Pending. NOA 6/6/00
68124989.5000	BABYCENTER Logo	European Community	1282847 08/18/1999			13	Bleaching preparations; substances for laundry use; fabric softeners; cleaning, polishing and scouring preparations; soaps, detergents, medicated soaps; perfumes, toilet waters, colognes; essential oils; non- medicated toilet preparations; bathing and bodycare products for babies and infants; wet wipes; cosmetics, cosmetic creams, make-up; preparations for the care of the hair, the scalp, the skin and the nails; shampoos, hair conditioner, hair colourants; non-medicated preparations in the form of foam baths, bath oil, shower gel, hand lotions and body lotions; talcum powder for toilet use; dentifrices; toilet articles; petroleum jelly for cosmetic purposes; pads impregnated with cosmetic materials or toilet preparations; anti perspirants, deodorants for personal use; cotton swabs and cotton wool, all for cosmetic or toilet purposes; sun tanning preparations; including all the aforesaid goods supplied off-line or provided on-line from databases or provided via the internet	Pending.

TRADEMARK  
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TRADEMARK  
 REEL: 003576 FRAME: 0507

**BAKER & MCKENZIE**  
**TRADEMARK APPLICATIONS AND REGISTRATIONS - BABYCENTER, INC.**

File No.	Trademark	Country	Appl. # File Date	Reg. # Reg. Date	App'd. Date Ren Date	Class	Goods Description	Comments
68131507.5014	BABYCENTER.COM	U.S.A.	75/663823 03/19/1999	2355001 6/6/00	6/6/06 6/6/10	142	Provision of information and advise relating to health, nutrition, post and pre-natal care, infertility, pregnancy, parenting, childcare, travel, holidays, days out; on-line chat and information services; all the aforesaid information provided on-line from a computer network or database via the internet; Crèche service information; hairdressing and beauty salon information service; restaurant and cafeteria services; gift wrapping; including all the aforesaid information and services supplied off-line or provided on-line from databases or provided via the internet	Registered.
68131507.5015	BABYCENTER.COM Logo	U.S.A.	75/772570 08/10/1999			116 135 142	Printed publications, namely-newsletters, booklets, and informational printed sheets relating to health, pregnancy, parenting and childcare  Retail store services and buying club services for health, pregnancy, parenting and child care goods offered on a global computer network  Computer services, namely, providing on-line publications in the nature of newsletters and informational sheets relating to health, pregnancy, parenting and child care	Pending. NOA 6/6/00
68131507.5005	BABY CHANNEL	U.S.A.	75/598973 12/02/1998			138	Television broadcasting services	Pending. -Approved for publication \$/1/00
68131507.5016	CONSUMER HEALTH INTERACTIVE	U.S.A.	75/593458 11/24/1998			142	Providing on-line information and publications on a global computer network relating to health, pregnancy, parenting and child care  Computer services, namely, creating and maintaining interactive web sites for healthcare organizations	Pending.

TRADEMARK  
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TRADEMARK  
 REEL: 003576 FRAME: 0508

**BAKER & MCKENZIE**  
**TRADEMARK APPLICATIONS AND REGISTRATIONS - BABYCENTER, INC.**

File No.	Trademark	Country	Appl. # File Date	Reg. # Reg. Date	Ass'd. Date Rev. Date	Class.	Goods Description	Comments
68131507.5017	KIDCENTER	USA	75843458 11/8/99			19 116 135 142	Electronic media; namely CD-ROMs, videotapes, audio cassettes, digital video disks in the fields of health, pregnancy, parenting and child care  Printed publications; namely newsletters; booklets and informational printed sheets relating to health, pregnancy, parenting and child care  Retail store services and buying club services for children's clothes, toys, games and playthings, and health, pregnancy, parenting and child care goods offered on a global computer network  Computer services, namely providing on-line publications relating to health, pregnancy, parenting and child care	Pending.
68131507.5018	KIDCENTER.COM	USA	75843293 11/8/99			19 116 135 142	Electronic media; namely CD-ROMs, videotapes, audio cassettes, digital video disks in the fields of health, pregnancy, parenting and child care  Printed publications; namely newsletters; booklets and informational printed sheets relating to health, pregnancy, parenting and child care  Retail store services and buying club services for children's clothes, toys, games and playthings, and health, pregnancy, parenting and child care goods offered on a global computer network  Computer services, namely providing on-line publications relating to health, pregnancy, parenting and child care	Pending. ROA due 10/14/00
68131507.5019	MY BABY THIS WEEK	USA	75720906 6/2/99			116 135	Printed newsletters and booklets featuring health, pregnancy, parenting and childcare issues  Providing online newsletters and booklets featuring health, pregnancy, parenting and childcare	Pending. Published for opposition 4/25/00
68131507.5002	PARENTS' PICKS	USA	47400 76/02/1990			19	Electronic media, namely CD-ROMs, videotapes, audio cassettes, digital video disks in the fields of health, pregnancy, parenting and child care	Pending



**BAKER & MCKENZIE**  
**TRADEMARK APPLICATIONS AND REGISTRATIONS - BABYCENTER, INC.**

File No.	Trademark	Country	Appl. # File Date	Reg. # Reg. Date	Affid. Date Ren Date	Class	Goods Description	Comments
68131507.5003	PARENTS' PICKS	USA	4/7/00			116 135	Printed publications, namely newsletters, booklets, and informational printed sheets relating to health, pregnancy, parenting and childcare  retail store services and buying club services for health, pregnancy, parenting and child care goods offered on a global computer network	
68131207.5022	THE BABY CHANNEL & DESIGN	USA	75/360,923 2/22/93	1848346 8/02/94	8/02/00 8/02/04	142 138 142	Computer services, namely providing online publications and information on consumer products and services relating to health, pregnancy, parenting and child care  Television broadcasting services  Providing online information and publications on a global computer network relating to health, pregnancy, parent and child care	Pending  Registered. Section 8 Declaration filed July 31, 2000
68131507.5023	THE BABYCENTER STORE	USA	75/663,893 03/19/1999			135	Retail store services and buying club services for health, pregnancy, parenting and child care goods offered on a global computer network	Pending.

TRADEMARK  
 REEL: 002257 FRAME: 0678

TRADEMARK  
 REEL: 003576 FRAME: 0510

W I T N E S S E T H:

WHEREAS, ETOYS INC., a Delaware corporation, BABYCENTER, INC., a Delaware corporation, BABYCENTER ADVERTISING, LLC, a Delaware limited liability company, EKIDS, INC., a Delaware corporation, ETOYS DISTRIBUTION, LLC, a Delaware limited liability company, ETOYS EUROPE INC., a Delaware corporation, EKIDS CANADA LTD., a New Brunswick corporation, ETOYS CANADA LTD., a New Brunswick corporation, BABYCENTER CANADA LTD., a New Brunswick corporation, and PMJ CORPORATION, a Delaware corporation (individually, a "Debtor", and collectively and jointly and severally, the "Debtors") and Foothill are parties to a certain Trademark Security Agreement, dated as of November 15, 2000, pursuant to which Debtor incurred certain liabilities to and granted a security interest in and collateral assignment of the "Trademark Collateral" (as defined in the Agreement), including, without limitation, the trademark registrations and applications for trademark registration issued thereon or applied for in the United States or throughout the world, including registrations, recordings, supplemental registrations and pending applications for registration in the United States Trademark Office (collectively, the "Registrations") as described in Schedule A attached hereto, as security for Debtor's obligations to Foothill under the Agreement;

WHEREAS, the Agreement was submitted for recordation with the United States Trademark Office on or about December 1, 2000, and a copy of such submission is attached hereto as Exhibit 1; and

WHEREAS, Debtor has satisfied its obligations under the Agreement and has requested that Foothill release its security interest in the Trademark Collateral and reassign the same to Debtor;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Foothill hereby releases, without any representation, warranty, or recourse whatsoever, its security interest in and collateral assignment of the Trademark Collateral.
2. Foothill hereby reassigns, grants and conveys to Debtor, without any representation, warranty, or recourse whatsoever, all of Foothill's right, title and interest, if any, in and to the Trademark Collateral, including without limitation all of the Registrations appearing in Schedule A.

above written.

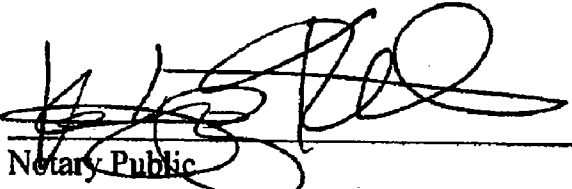
FOOTHILL CAPITAL CORPORATION,  
a California corporation, as Agent

By: Robert Castine

Its: Vice President

COUNTY OF Los Angeles ) ss.

On this 26<sup>th</sup> day of February 2001 before me personally appeared Robert Castine known to me to be the individual who executed the foregoing instrument and acknowledged to me that he/she executed the same as the duly authorized officer or representative above designated of Foothill Capital Corporation.

  
\_\_\_\_\_  
Notary Public

Los Angeles County, CA

My commission expires: 12/13/02



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RECORDED: 07/09/2007

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