

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Termination of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Hercules Technology Growth Capital, Inc.		10/11/2007	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BabyUniverse, Inc.		
<b>Street Address:</b>	150 South US Highway One		
<b>Internal Address:</b>	Suite 500		
<b>City:</b>	Jupiter		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33477		
<b>Entity Type:</b>	CORPORATION: FLORIDA		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3126119	BABY UNIVERSE.COM	
Registration Number:	3005805	DREAMTIME BABY	
Registration Number:	2469267	A UNIVERSE OF BABY PRODUCTS AT BABY PRICES	
Registration Number:	2545925	BABYUNIVERSE.COM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(919)416-8363		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	9192868041		
<b>Email:</b>	pto_tmconfirmation@mvalaw.com		
<b>Correspondent Name:</b>	Moore & Van Allen PLLC		
<b>Address Line 1:</b>	430 Davis Drive		
<b>Address Line 2:</b>	Suite 500		
<b>Address Line 4:</b>	Morrisville, NORTH CAROLINA 27560		
<b>ATTORNEY DOCKET NUMBER:</b>	025717.000 TT BABY JES/KA		

OP \$115.00 3126119

**900089522**

**TRADEMARK**  
**REEL: 003641 FRAME: 0247**

NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	10/17/2007
Total Attachments: 2 source=Termination - Baby Universe#page1.tif source=Termination - Baby Universe#page2.tif	

**TERMINATION OF SECURITY INTEREST IN TRADEMARKS**

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of October 11, 2007, is made by Hercules Technology Growth Capital, Inc. (the "Secured Party").

**WHEREAS**, pursuant to the Senior Loan and Security Agreement dated July 11, 2006 ("Loan Agreement"), Baby Universe, Inc. (the "Grantor") has granted a security interest in certain personal property to the Secured Party, including without limitation a security interest in certain trademarks, trademark applications, and/or trademark licenses ("Trademarks");

**WHEREAS**, the security interest granted to the Secured Party was recorded at the United States Patent and Trademark Office on September 12, 2006 at Reel 3388 and Frame 0183; and

**WHEREAS**, as Grantor is repaying in full all outstanding loans, along with accrued and unpaid interest then due and other fees and expenses owed by Grantor to the Secured Party under the Loan Agreement, the Secured Party has agreed to terminate and release its security interest in all of such Trademarks, including, without limitation, the Trademarks identified on Schedule A attached hereto.

**NOW, THEREFORE**, for valuable consideration, the Secured Party hereby terminates and releases all mortgages, liens, and security interests granted to the Secured Party in the following Trademarks:

1. all of the Grantor's Trademarks to which the Grantor is a party including those referred to on Schedule A attached hereto;
2. all goodwill of the business connected with the use of, and symbolized by, each Trademark; and
3. all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or (ii) injury to the goodwill associated with any Trademark.

**IN WITNESS WHEREOF**, the Secured Party has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Secured Party:

Hercules Technology Growth Capital, Inc.

By: 

Name: Scott Harvey

Title: Chief Legal Officer

**Schedule A**

**BabyUniverse, Inc.  
(Florida Corporation)**

**U.S. Trademarks Subject to Security Interest  
Granted by Baby Universe, Inc.  
In Favor of Hercules Technology Growth Capital, Inc.  
Recorded 09/12/06 at Reel 3388 Frame 0183**

**Registered Marks**

Mark	Registration No.	Registration Date
BABY UNIVERSE.COM and Design	3126119	08/08/06
DREAMTIME BABY	3005805	10/11/05
A UNIVERSE OF BABY PRODUCTS AT BABY PRICES	2469267	07/17/01
BABYUNIVERSE.COM	2545925	03/12/02

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