

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Gerber Childrenswear LLC		11/25/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Ableco Finance LLC, as collateral agent
Street Address:	450 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	2615158	ALL IN ONESIES
Registration Number:	2521713	ALWAYS BABY
Registration Number:	2693620	BALLOON FUN
Registration Number:	2666232	BUNDLE OF LOVE
Registration Number:	2983833	CUDDLE COTTON
Registration Number:	2713418	EZ-COVER
Registration Number:	2711179	FUNSIE ONESIES
Registration Number:	1178254	FUNZIES
Registration Number:	1475060	LONG MATES
Registration Number:	1369152	NEW BEGINNINGS
Registration Number:	2807342	NOD POD
Serial Number:	77377682	ONESIES
Registration Number:	2549557	ONESIES
Registration Number:	1292981	ONESIES

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Registration Number:	2669547	PRINTSTUFF
Registration Number:	2935350	STROLLERSAC
Registration Number:	2423158	SWEET EXPECTATIONS
Registration Number:	2632341	TENDER EXPRESSIONS
Serial Number:	77384023	THE ORIGINAL ONE PIECE UNDERWEAR
Registration Number:	1605634	TINY TOES
Registration Number:	1679885	TINY TOES
Registration Number:	1372729	TWOSIES

CORRESPONDENCE DATA

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-756-2198
Email: jason.marin@srz.com
Correspondent Name: Jason Marin, Esq.
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Address Line 2: 22nd Floor
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	014951.0966
NAME OF SUBMITTER:	Jason Marin, Esq. (014951.0966)
Signature:	/kc for jsm/
Date:	11/25/2008

Total Attachments: 4
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GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, Gerber Childrenswear LLC (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated November __, 2008 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Ableco Finance LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (each such term as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral (other than, to the extent provided in the Security Agreement, any Excluded Collateral as such term in defined in the Security Agreement) to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of November __, 2008.

GERBER CHILDRENSWEAR LLC

By: Gary F. Simmons
Name: Gary F. Simmons
Title: President and Chief Executive Officer

STATE OF New York
COUNTY OF New York ss.:

On this ___ day of _____, 20___, before me personally came Gary F. Simmons, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the President and CEO of Gerber Childrenswear LLC, a Delaware LLC, and that s/he executed the foregoing instrument in the firm name of Gerber Childrenswear LLC, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Mary F. Rodriguez
[NOTARY SEAL]


MARY F. RODRIGUEZ
Notary Public, State of New York
No. 01RO6021739
Qualified in Queens County
Commission Expires March 22, 20 //

Grant of Security Interest - Trademarks

TRADEMARK
REEL: 003894 FRAME: 0297

Schedule A

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Class/Goods and Services	Current Owner
ALL IN ONESIES	USA	76/330777 10/29/2001	2615158 09/03/2002	25, INFANTS' AND CHILDREN'S APPAREL, NAMELY BODYSUITS, COVERALLS, CREEPERS, DRESSES, GOWNS, ETC.	Gerber Childrenswear LLC
ALWAYS BABY	USA	75/862155 12/02/1999	2521713 12/25/2001	24, INFANT AND TODDLER BED AND BATH PRODUCTS, NAMELY CRIB SHEETS, ETC. 25, INFANT AND TODDLER APPAREL, NAMELY, UNDERWEAR, GOWNS, CAPS, ETC.	Gerber Childrenswear LLC
BALLOON FUN	USA	75/619698 01/12/1999	2693620 03/04/2003	24, INFANT AND CHILDREN'S BEDDING, NAMELY, CRIB SHEETS, BUMPER PADS, COMFORTERS, CRIB SKIRTS, DIAPER STACKERS AND BLANKETS	Gerber Childrenswear LLC
BUNDLE OF LOVE	USA	76/365263 01/31/2002	2666232 12/24/2002	25, INFANTS' AND CHILDREN'S APPAREL, NAMELY BODYSUITS, BOOTIES, CAPS, CARDIGANS, CLOTH BIBS, ETC.	Gerber Childrenswear LLC
CUDDLE COTTON	USA	78/191943 12/06/2002	2983833 08/09/2005	25, INFANTS' AND CHILDREN'S CLOTHING, NAMELY, ONE-PIECE UNDERWEAR, ETC.	Gerber Childrenswear LLC
EZ-COVER	USA	76/433869 07/24/2002	2713418 05/06/2003	25, INFANTS' AND TODDLERS' APPAREL, NAMELY PANTS, SHORTS, UNDERCLOTHES, UNDERGARMENTS AND UNDERWEAR	Gerber Childrenswear LLC
FUNSI E ONESIES	USA	76/417525 06/03/2002	2711179 04/29/2003	25, INFANTS' AND CHILDREN'S CLOTHING, NAMELY, ONE-PIECE UNDERWEAR, CREEPERS, COVERALLS, ROMPERS AND HATS	Gerber Childrenswear LLC
FUNZIES	USA	73/253137 03/10/1980	1178254 11/17/1981	25, SLIPPERS	Gerber Childrenswear LLC
LONG MATES Long Mates	USA	73/657260 04/27/1987	1475060 02/02/1988	25, LONG LEG UNDERWEAR	Gerber Childrenswear LLC
NEW BEGINNINGS <i>New Beginnings</i>	USA	73/525409 03/06/1985	1369152 11/05/1985	25, LAYETTE GIFT SETS COMPRISED OF VARIOUS COMBINATIONS OF GOWNS, ETC.	Gerber Childrenswear LLC
NOD POD	USA	76/447774 09/09/2002	2807342 01/20/2004	20. SLEEPING BAGS	Gerber Childrenswear LLC
ONESIES onesies	USA	77/377682 01/22/2008		25, INFANTS' AND CHILDREN'S CLOTHING, NAMELY, INFANTWEAR, UNDERWEAR, BODYSUITS, UNDERCLOTHES AND UNDERGARMENTS	Gerber Childrenswear LLC
ONESIES	USA	76/156608 04/27/2000	2549557 03/19/2002	25, INFANT'S AND CHILDREN'S CLOTHING, NAMELY, INFANTWEAR, UNDERWEAR, BODYSUITS, UNDERCLOTHES AND UNDERGARMENTS	Gerber Childrenswear LLC
ONESIES onesies	USA	73/404862 12/06/1982	1292981 09/04/1984	25, INFANT'S AND CHILDREN'S UNDERWEAR	Gerber Childrenswear LLC
PRINTSTUFF	USA	75/778853 08/19/1999	2669547 12/31/2002	25, INFANT AND TODDLER IMPRINTABLE APPAREL, NAMELY TEE-SHIRTS, ROMPERS, SPORT SHIRTS, FLEECE SWEATSHIRTS, ETC.	Gerber Childrenswear LLC

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Class/Goods and Services	Current Owner
STROLLERSAC	USA	76/445436 08/30/2002	2935350 03/22/2005	24, INFANT BEDDING, NAMELY A BLANKET THAT MAY BE SECURED AROUND AN INFANT	Gerber Childrenswear LLC
SWEET EXPECTATIONS	USA	75/844959 11/10/1999	2423158 01/23/2001	25,	Gerber Childrenswear LLC
TENDER EXPRESSIONS	USA	75/845805 11/10/1999	2632341 10/08/2002	25, INFANT AND TODDLER APPAREL, NAMELY UNDERWEAR, ONE-PIECE PLAYCLOTHES, ETC.	Gerber Childrenswear LLC
THE ORIGINAL ONE PIECE UNDERWEAR	USA	77/384023 01/30/2008		25, INFANTS' AND CHILDREN'S CLOTHING, NAMELY, INFANTWEAR, UNDERWEAR, BODYSUITS, UNDERCLOTHES AND UNDERGARMENTS	Gerber Childrenswear LLC
TINY TOES	USA	73/828173 09/28/1989	1605634 07/10/1990	25, INFANT'S CLOTHING, NAMELY, ONE-PIECE UNDERWEAR	Gerber Childrenswear LLC
TINY TOES	USA	74/007552 12/04/1989	1679885 03/17/1992	25, INFANT'S TIGHTS	Gerber Childrenswear LLC
TWOSIES 	USA	73/537924 05/16/1985	1372729 11/26/1985	25, TWO-PIECE SHIRT AND PANT SET	Gerber Childrenswear LLC