

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Commerce Capital, LP		07/14/2010	LIMITED PARTNERSHIP: TENNESSEE

RECEIVING PARTY DATA

Name:	Commerce Capital, LP
Street Address:	5115 Maryland Way, Suite 304
City:	Brentwood
State/Country:	TENNESSEE
Postal Code:	37027
Entity Type:	LIMITED PARTNERSHIP: TENNESSEE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1634474	THE BABY'S ROOM
Registration Number:	2692465	USA BABY
Registration Number:	1498176	USA BABY
Registration Number:	2443615	THE BABY'S ROOM
Registration Number:	3031990	THE BABY'S ROOM
Registration Number:	2474811	CHILD SPACE
Registration Number:	2472684	CHILD SPACE

CORRESPONDENCE DATA

Fax Number: (615)251-1057
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 615-256-0500
 Email: eyp@h3gm.com
 Correspondent Name: Curtis Capeling
 Address Line 1: 315 Deaderick Street, Suite 1800

OP \$190.00 1634474

Address Line 4: Nashville, TENNESSEE 37238

ATTORNEY DOCKET NUMBER:	7819-10006
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NAME OF SUBMITTER:	Andrew Higgins
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Signature:	/s/ Andrew Higgins
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Date:	07/16/2010
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Total Attachments: 3

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Assignment") is entered into as of July 6, 2009 (the "Effective Date"), by and between **COMMERCE CAPITAL, LP**, a Tennessee limited partnership, as the secured party of substantially all of the assets of USA Baby, Inc. ("Secured Party"), and **COMMERCE CAPITAL, LP**, a Tennessee limited partnership, as the successful bidder to purchase substantially all of the assets of USA Baby, Inc. at the Uniform Commercial Code sale held on the Effective Date ("Buyer").

WITNESSETH:

WHEREAS, Secured Party extended credit to USA Baby, Inc. pursuant to a loan agreement dated as of May 14th, 2004, together with a secured promissory note, a security agreement, and certain other guarantees and pledge agreements (the "Loan Documents");

WHEREAS, USA Baby, Inc. filed for bankruptcy and defaulted under the Loan Documents, and Secured Party foreclosed and was granted relief from the automatic stay granted by the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division, dated May 13th, 2009 to conduct the Uniform Commercial Code sale held on the Effective Date (the "Sale");

WHEREAS, Secured Party's sale of substantially all of the assets of USA Baby, Inc. at the Sale included the sale of the service marks listed on Exhibit A to this Assignment (the "Marks"); and

WHEREAS, because Buyer was the successful bidder at the Sale, Secured Party has agreed to assign and transfer all of its rights to the Marks to Buyer.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and promises contained herein and as part of the Sale and the transactions contemplated therein, the parties, intending to be legally bound, agree as follows:

Secured Party does hereby transfer and assign to Buyer all of Secured Party's right, title and interest in and to the Marks, together with all of Secured Party's common law rights with respect thereto and the goodwill associated with the Marks.

Secured Party shall execute any documentation necessary to effectuate the foregoing assignment to Buyer and shall take any and all action necessary to assist Buyer in maintaining or defending the Marks.

* * * *

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed as of the Effective Date.

SECURED PARTY:
COMMERCE CAPITAL, LP

By: Commerce Equity Capital Corp.,
General Partner

By: *Andrew Higgins*
Andrew Higgins

BUYER:
COMMERCE CAPITAL, LP

By: Commerce Equity Capital Corp.,
General Partner

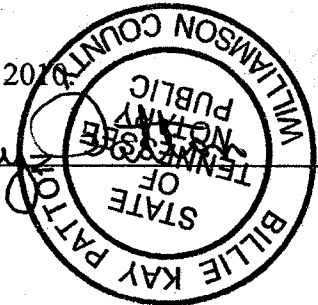
By: *Andrew Higgins*
Andrew Higgins

STATE OF TENNESSEE
COUNTY OF Williamson

Personally appeared before me, the undersigned Notary Public for the state and county aforesaid, Andrew Higgins, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he/she is the President of COMMERCE EQUITY CAPITAL CORP., a corporation and the general partner of COMMERCE CAPITAL, LP, a limited partnership, the within named bargainor, and that he/she, as such President of said general partner, being authorized so to do, executed the within instrument as the act and deed of said bargainor for the purposes therein contained by signing the name of said general partner by himself/herself as such President.

WITNESS my hand and seal at office this 14th day of July, 2012

Billie Kay Patton
Notary Public



My Commission Expires: 5/7/12

EXHIBIT A

The Marks

Mark	Ser. #	Reg. #
THE BABY'S ROOM	73608992	1634474
USA BABY USA BABY	76337946	2692465
USA BABY	73644002	1498176
THE BABY'S ROOM THE BABY'S ROOM	75230064	2443615
THE BABY'S ROOM THE BABY'S ROOM	78504526	3031990
CHILD SPACE	75560200	2474811
CHILD SPACE CHILD SPACE	75560393	2472684