TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Amended and Restated Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Geoffrey, LLC		08/24/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	The Bank of New York Mellon, as Collateral Agent
Street Address:	525 William Penn Place, 38th Floor
Internal Address:	c/o The Bank of New York Mellon Trust Company, N.A.
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	28255
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 199

Property Type	Number	Word Mark
Registration Number:	2469154	R
Registration Number:	2715408	"R"
Registration Number:	3655643	R
Registration Number:	3621074	"R" IS FOR REWARDS!
Registration Number:	2988090	"R" ROOM
Registration Number:	2282394	"R" US
Registration Number:	2587410	1-888-BABYRUS
Registration Number:	2457231	ANIMAL ALLEY
Registration Number:	3135162	ANIMAL ALLEY BABY
Registration Number:	2611621	ANIMAL ALLEY FILLED WITH LOVE
Registration Number:	3332140	B.R. BRUIN
Registration Number:	2046673	BABIES "R" US
Registration Number:	2494425	BABIES "R" US

CH $4990.00 2469154

Registration Number:	3724926	BABIESRUS
Registration Number:	2691300	BABIESRUS.COM
Registration Number:	3139915	BABY DARLA
Registration Number:	3309721	BABY GO POTTY
Registration Number:	3386714	BABY SO BIG
Registration Number:	3260802	BABYUNIVERSE
Registration Number:	2545925	BABYUNIVERSE.COM
Registration Number:	3126119	BABY UNIVERSE.COM
Registration Number:	3247578	BECAUSE WHEN IT'S TIME TO GIVE BABY THE WORLD . . . IT'S TIME FOR BABIES "R" US
Registration Number:	3065294	BIRTHDAYS "R" US
Registration Number:	3723687	BUNDLED IN HOPE
Registration Number:	1615071	CANDY TIME
Registration Number:	3112687	CARGO PORT CENTRAL
Registration Number:	2953982	CATCH-A-MESS
Registration Number:	3121531	CATRINA THE PRINCESS WITH ATTITUDE!
Registration Number:	3141540	CHESTNUT RIDGE
Registration Number:	3322279	CHILDHOOD DREAMS DELIVERED
Registration Number:	3327690	COZY COUNTRY
Registration Number:	2998915	CRITTER CORNER
Registration Number:	2566146	DARBY
Registration Number:	2354818	DREAM DAZZLERS
Registration Number:	3005805	DREAMTIME BABY
Registration Number:	951333	EDU-SCIENCE
Registration Number:	2644193	ELITE OPERATIONS
Registration Number:	2332448	EPREGNANCY
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:	3443099	ESPECIALLY FOR BABY
Registration Number:	2579266	ESPECIALLY FOR KIDS
Registration Number:	2936370	ESPECIALLY FOR KIDS
Registration Number:	3442940	ESPECIALLY FOR KIDS
Registration Number:	3716882	ESPECIALLY FOR MOM

Registration Number:	2191558	ETOYS
Registration Number:	2806036	ETOYS
Registration Number:	1648557	FAST LANE
Registration Number:	3060993	FAST LANE
Registration Number:	1624974	FAST MOVES
Registration Number:	2753555	FILLED WITH LOVE
Registration Number:	2598829	FIRST DISCOVERIES
Registration Number:	3675419	FIRST DISCOVERY
Registration Number:	2958331	FIRST STAGES
Registration Number:	3184920	FOUR TO WIN
Registration Number:	1647517	FUN-YEARS
Registration Number:	2547882	FUN YEARS
Registration Number:	3156980	FUNCTION JUNCTION
Registration Number:	3151495	GAME TIME
Registration Number:	3489433	GEOFFREY
Registration Number:	3225509	GEOFFREY'S
Registration Number:	2920781	GEOFFREY'S FUNDAY
Registration Number:	2970366	GEOFFREY'S TOYS "R" US
Registration Number:	3740731	GIFTS GRANTED THE EASY WAY
Registration Number:	2755746	
Registration Number:	1287473	
Registration Number:	1980756	
Registration Number:	3246066	GIRLS ON THE GO
Registration Number:	3719975	GLITTER DREAM DOLLHOUSE
Registration Number:	3624561	GRAND VIEW DOLLHOUSE
Registration Number:	3496478	HAPPY FACES
Registration Number:	1625013	HIGH FREQUENCY
Registration Number:	1787290	HIGH FREQUENCY
Registration Number:	2670567	HOPKINS
Registration Number:	2334764	IMAGINARIUM
Registration Number:	1523917	IMAGINARIUM
Registration Number:	1160352	IMAGINARIUM
Registration Number:	2591518	IMAGINARIUM.COM
Registration Number:	2921759	JUST LIKE HOME
Registration Number:	2185412	K B TOYS

Registration Number:	2035542	KAY TOYS BEE
Registration Number:	1651141	KAY-BEE AMERICA'S TOY STORE
Registration Number:	1341681	KAY-BEE TOY & HOBBY
Registration Number:	1652713	KAY-BEE TOY STORES
Registration Number:	1863363	K B TOY
Registration Number:	2897431	KIDS R US
Registration Number:	2180961	KOALA BABY
Registration Number:	2244703	KOALA BABY
Registration Number:	3621107	KOALA BABY
Registration Number:	3561915	KOALA BABY MY 1ST DENIM
Registration Number:	3468568	KOALA BABY NATURAL
Registration Number:	3437179	
Registration Number:	2241678	KOALA KIDS
Registration Number:	3493289	KOALA KIDS
Registration Number:	1584763	KOALA KIDS!
Registration Number:	3072986	KYLE THE KILLER WHALE
Registration Number:	2967459	LICKERISH
Registration Number:	3650419	LIFE CHANGES WHEN YOU BECOME AN US
Registration Number:	3683531	LIL CHEFS
Registration Number:	3419656	LIL CHEFS
Registration Number:	2422089	LIL CHEFS KITCHEN
Registration Number:	2422090	LIL CHEFS MARKET
Registration Number:	1366022	
Registration Number:	3052020	LOW PRICE SUPER STARS
Registration Number:	1866411	MINIWEAR
Registration Number:	2201649	MINIWEAR
Registration Number:	3369905	MY 1ST DENIM
Registration Number:	3644902	NESTINO
Registration Number:	1990611	NEW LEGENDS
Registration Number:	2979444	OLIVE THE SEA TURTLE
Registration Number:	1493291	PAVILION
Registration Number:	3067358	PLAY ON
Registration Number:	3473916	QUICK START REGISTRY
Registration Number:	3647537	R
Registration Number:	3680872	R RECYCLE RENEW REUSE RE-THINK

Registration Number:	3739444	R MARKET
Registration Number:	2442370	R US
Registration Number:	3647541	R US
Registration Number:	2403494	RALLYE
Registration Number:	2411265	REAL FRIENDS
Registration Number:	3337171	RIELING
Registration Number:	3337223	ROBO NATION
Registration Number:	2943228	SAND GEAR
Registration Number:	2382832	SHOOT BACK BASKETBALL
Registration Number:	3318009	SIZZLIN' COOL
Registration Number:	1446634	SOFT CLASSICS
Registration Number:	2953065	SOFT 'N SNUG
Registration Number:	3266449	SOUND CITY RAILWAY
Registration Number:	2981142	SPORTS "R" US
Registration Number:	2813374	SPORTSRUS.COM
Registration Number:	2017486	STATS
Registration Number:	2438824	STATS
Registration Number:	3090999	STATS GEAR
Registration Number:	2467339	STICKERS "R" US
Registration Number:	2961347	SUPER LEGENDS
Registration Number:	947852	SUPER SLICKS
Registration Number:	3227937	SWEET LOVING BABY
Registration Number:	3216505	TENDER TEARS
Registration Number:	2973555	THE BEST SPORTS STORE FOR KIDS AND MORE
Registration Number:	2776168	THE CENTER OF THE TOY UNIVERSE
Registration Number:	3292400	THE WORLD'S GREATEST TOY STORE
Registration Number:	3074917	THE WORLD'S TOY STORE
Registration Number:	1714683	THREADS CLOTHING FOR...KIDS
Registration Number:	3235061	TICKLE TUMMY BABY
Registration Number:	3069204	TOMMY THE SNAKE
Registration Number:	2786254	TOTALLY ME!
Registration Number:	3337175	TOTALLY ME!
Registration Number:	3364238	TOY GUIDE FOR DIFFERENTLY-ABLED KIDS
Registration Number:	902125	TOYS "R" US
Registration Number:	3724925	TOYSRUS

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:	2063369	TOYS "R" US
Registration Number:	2364201	TOYS "R" US
Registration Number:	2362269	TOYS "R" US
Registration Number:	3307300	
Registration Number:	3003574	TOYS "R" US TOY BOX
Registration Number:	3815634	TOYSRUS
Registration Number:	2370396	TOYSRUS.COM
Registration Number:	3486409	TRUE HEROES
Registration Number:	3628976	TRUE HEROES
Registration Number:	2458457	WE GET TOYS
Registration Number:	3740001	WHERE KIDS ARE A BIG DEAL!
Registration Number:	2792018	YOU & ME
Registration Number:	3464451	YUKON EXPRESS
Serial Number:	85007799	ALANA
Serial Number:	85015090	AVERY
Serial Number:	77979995	AVIGO
Serial Number:	77465660	AVIGO
Serial Number:	77466496	AVIGO
Serial Number:	77459631	AVIGO
Serial Number:	85066530	BABIES "R" US
Serial Number:	77881927	BABIESRUS
Serial Number:	77931308	BABIESRUS
Serial Number:	85007792	CALLIE
Serial Number:	85007722	CLAUDIA
Serial Number:	77006360	ESPECIALLY FOR MOM
Serial Number:	85007806	GIRL BAND
Serial Number:	77960310	
Serial Number:	77814545	K B TOY WORKS
Serial Number:	77951563	KOALA BABY
Serial Number:	85007802	MEREDITH

Serial Number:	85113809	
Serial Number:	85090676	PLUSHALICIOUS
Serial Number:	85050240	SCOOPS R US
Serial Number:	85012994	SHOP! SAVE! PLAY!
Serial Number:	85007737	TARYN
Serial Number:	85099162	TM!
Serial Number:	78981396	TOTALLY ME!
Serial Number:	78877715	TOTALLY ME!
Serial Number:	77881922	TOYS R US
Serial Number:	77845209	TOYSRUS HOLDAY EXPRESS
Serial Number:	77845149	TOYSRUS HOLIDAY EXPRESS
Serial Number:	77780694	WHERE LITTLE ONES ARE A BIG DEAL

CORRESPONDENCE DATA

Fax Number: (202)408-3141

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

Phone: 800-927-9801 x2348

Email: jpaterso@cscinfo.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	488188-015
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	08/24/2010

Total Attachments: 15

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Form PTO-1594 (Rev. 12-08)
OMB Collection 0651-0027 (exp. 01/31/2009)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Geoffrey, LLC

☐ Individual(s) ☒ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation- State:
☒ Other Delaware Limited Liability Company

Citizenship (see guidelines) US - DE

Additional names of conveying parties attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: The Bank of New York Mellon, as Collateral Agent

Internal Address: c/o The Bank of New York Mellon Trust Company, N.A

Street Address: 525 William Penn Place, 38th Floor

City: Pittsburgh

State: PA

Country: USA Zip: 28255

☒ Association Citizenship US - Fed
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☐ Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
(Designations must be a separate document from assignment)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) 08/24/2010

☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other Amend & Restated Trademark Sec Agmt

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

SEE SCHEDULE I

B. Trademark Registration No.(s)

SEE SCHEDULE I

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: James P. Murphy, Legal Assistant

Internal Address: Cahill Gordon & Reindel LLP

Street Address: 80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3345

Fax Number: (212) 378-2610

Email Address: jmurphy@cahill.com

6. Total number of applications and registrations involved: 202

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $

☐ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

Deposit Account Number

Authorized User Name

9. Signature: James P. Murphy
Signature

August 24, 2010
Date

JAMES P. MURPHY
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 15

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Trademark Security Agreement

Trademark Security Agreement, dated as of August 24, 2010, by GEOFFREY, LLC (the "Pledgor"), in favor of THE BANK OF NEW YORK MELLON, in its capacity as collateral agent pursuant to the Indenture (in such capacity, the "Collateral 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 Collateral 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 Collateral Agent, for the benefit of the Holders, to enter into the Indenture, the Pledgor hereby agrees with the Collateral 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 Collateral Agent for the benefit of the Holders 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 Collateral Agent pursuant to the Security Agreement and Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral 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 Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral 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: 004266 FRAME: 0044

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,

GEOFFREY, LLC

By: _____
Name: Adil Mistry
Title: Vice President – Treasurer

Accepted and Agreed:

THE BANK OF NEW YORK MELLON,
as Collateral Agent

By: _____
Name:
Title:

Raymond K. O'Neil
Senior Associate

[Trademark Security Agreement]

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Geoffrey, LLC

Trademark Registrations:

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
"R" (Reversed R Design)	12/20/1999	75/876,240	7/17/2001	2,469,154	REGISTERED
"R" (Star & Reversed R Design)	3/18/2002	76/386,805	5/13/2003	2,715,408	REGISTERED
"R" (Stylized) (reversed R) with Tree Leaf Design (in Green)	04/29/2008	77/461,047	07/14/2009	3,655,643	REGISTERED
"R" IS FOR REWARDS! (Stylized) (Reversed R Design)	07/28/2006	78/939,787	05/12/2009	3,621,074	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
1-888-BABYRUS	7/20/2000	76/093,058	7/2/2002	2,587,410	REGISTERED
ANIMAL ALLEY	5/9/2000	76/044,816	6/5/2001	2,457,231	REGISTERED
ANIMAL ALLEY BABY	02/18/2005	78/570,374	08/29/2006	3,135,162	REGISTERED
ANIMAL ALLEY FILLED WITH LOVE (Design)	8/15/2000	76/109,691	8/27/2002	2,611,621	REGISTERED
B.R. BRUIN	02/28/2006	78/825,423	11/06/2007	3,332,140	REGISTERED
BABIES "R" US	11/13/1995	75/017,902	3/18/1997	2,046,673	REGISTERED
BABIES "R" US	11/9/2000	76/162,515	10/2/2001	2,494,425	REGISTERED
BABIES R US (Stylized) (Reversed R with Star Inside) – new Logo in Black	04/15/2009	77/714,905	12/15/2009	3,724,926	REGISTERED
BABIESRUS.COM	8/10/1999	75/772,393	2/25/2003	2,691,300	REGISTERED
BABY DARLA	04/14/2004	78/401,373	09/05/2006	3,139,915	REGISTERED
BABY GO POTTY	05/04/2006	78/876,300	10/09/2007	3,309,721	REGISTERED
BABY SO BIG	04/04/2006	78/853,626	02/19/2008	3,386,714	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
BABYUNIVERSE	08/08/2006	78/947,295	07/10/2007	3,260,802	REGISTERED
BABYUNIVERSE.COM	01/24/2000	75/902,328	03/12/2002	2,545,925	REGISTERED
BABYUNIVERSE.COM (Design)	04/26/2005	78/617,364	08/08/2006	3,126,119	REGISTERED
BECAUSE WHEN IT'S TIME TO GIVE BABY THE WORLD…IT'S TIME FOR BABIES "R" US	08/03/2006	78/944,167	05/29/2007	3,247,578	REGISTERED
BIRTHDAYS "R" US	08/25/2004	78/473,401	03/07/2006	3,065,294	REGISTERED
BUNDLED IN HOPE	02/19/2009	77/673,577	12/08/2009	3,723,687	REGISTERED
CANDY TIME	9/5/1989	73/823,559	9/25/1990	1,615,071	REGISTERED
CARGO PORT CENTRAL	03/01/2004	78/376,059	07/04/2006	3,112,687	REGISTERED
CATCH-A-MESS	6/2/2004	78/428,504	5/17/2005	2,953,982	REGISTERED
CATRINIA THE PRINCESS WITH ATTITUDE!	02/13/2004	78/367,847	07/25/2006	3,121,531	REGISTERED
CHESTNUT RIDGE	07/08/2005	78/666,353	09/12/2006	3,141,540	REGISTERED
CHILDHOOD DREAMS DELIVERED	09/19/2006	77/002,289	10/30/2007	3,322,279	REGISTERED
COZY COUNTRY	04/26/2006	78/870,030	10/30/2007	3,327,690	REGISTERED
CRITTER CORNER	02/26/2003	78/219,253	09/20/2005	2,998,915	REGISTERED
DARBY	9/12/2000	76/127,844	4/30/2002	2,566,146	REGISTERED
DREAM DAZZLERS	11/27/1998	75/597,340	6/6/2000	2,354,818	REGISTERED
DREAMTIME BABY	07/08/2004	78/447,975	10/11/2005	3,005,805	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
EPREGNANCY	04/15/1999	75/681,942	03/21/2000	2,332,448	REGISTERED
ESPECIALLY FOR BABY	3/13/1996	75/071,744	5/12/1998	2,157,821	REGISTERED
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

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
ESPECIALLY FOR BABY	10/21/2004	78/503,372	4/25/2006	3,084,672	REGISTERED
ESPECIALLY FOR BABY	07/24/2006	78/980,205	06/03/2008	3,443,099	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
ESPECIALLY FOR KIDS	07/24/2006	78/935,826	06/03/2008	3,442,940	REGISTERED
ESPECIALLY FOR MOM	09/25/2006	77/977,599	11/24/2009	3,716,882	REGISTERED
ETOYS	05/19/1997	75/293,818	09/22/1998	2,191,558	REGISTERED
ETOYS	12/24/1998	75/611,845	01/20/2004	2,806,036	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
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 DISCOVERY	08/12/2008	77/544,903	09/01/2009	3,675,419	REGISTERED
FIRST STAGES	8/13/2003	78/286,608	5/31/2005	2,958,331	REGISTERED
FOUR TO WIN	08/01/2005	78/682,890	12/12/2006	3,184,920	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
FUNCTION JUNCTION	05/25/2005	78/637,217	10/17/2006	3,156,980	REGISTERED
GAME TIME	03/12/2003	78/224,742	10/03/2006	3,151,495	REGISTERED
GEOFFREY	02/20/2007	77/111,682	08/19/2008	3,489,433	REGISTERED
GEOFFREY'S	07/07/2003	78/271,131	04/03/2007	3,225,509	REGISTERED
GEOFFREY'S FUNDAY	12/29/2003	78/346,039	1/25/2005	2,920,781	REGISTERED
GEOFFREY'S TOYS "R" US	4/5/2004	78/396,219	7/19/2005	2,970,366	REGISTERED
GIFTS GRANTED THE EASY WAY	06/11/2008	77/496,437	01/19/2010	3,740,731	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
Giraffe (Design)	9/27/2002	76/453,342	8/26/2003	2,755,746	REGISTERED
Giraffe Design	6/16/1983	73/429,052	7/24/1984	1,287,473	REGISTERED
Giraffe Design	3/7/1995	74/645,076	6/18/1996	1,980,756	REGISTERED
GIRLS ON THE GO	11/22/2006	77/049,473	05/29/2007	3,246,066	REGISTERED
GLITTER DREAM DOLLHOUSE	03/19/2009	77/694,949	12/01/2009	3,719,975	REGISTERED
GRAND VIEW DOLLHOUSE	08/13/2008	77/545,641	05/19/2009	3,624,561	REGISTERED
HAPPY FACES	01/04/2007	77/075,775	09/02/2008	3,496,478	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
IMAGINARIUM	9/8/1998	75/549,274	3/28/2000	2,334,764	REGISTERED
IMAGINARIUM (Stylized)	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.COM	10/15/2001	76/325,585	7/9/2002	2,591,518	REGISTERED
JUST LIKE HOME	9/5/2003	78/296,630	1/25/2005	2,921,759	REGISTERED
K B TOYS	01/10/1997	75/223,826	09/01/1998	2,185,412	REGISTERED
KAY TOYS BEE (Stylized) and Design	02/29/1996	75/065,721	02/04/1997	2,035,542	REGISTERED
KAY-BEE AMERICA'S TOY STORE	08/06/1990	74/084,912	07/16/1991	1,651,141	REGISTERED
KAY-BEE TOY & HOBBY	10/19/1984	73/504,580	06/11/1985	1,341,681	REGISTERED
KAY-BEE TOY STORES	08/06/1990	74/084,911	07/30/1991	1,652,713	REGISTERED
KB TOY	04/12/1993	74/377,836	11/15/1994	1,863,363	REGISTERED
KIDS R US	10/27/2003	78/319,087	10/26/2004	2,897,431	REGISTERED
KOALA BABY	9/20/1995	74/731,604	8/11/1998	2,180,961	REGISTERED
KOALA BABY	01/02/1980	75/470,341	5/11/1999	2,244,703	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
KOALA BABY	07/24/2006	78/981,019	05/12/2009	3,621,107	REGISTERED
KOALA BABY MY 1ST DENIM (Stylized)	07/10/2007	77/226,051	01/13/2009	3,561,915	REGISTERED
KOALA BABY NATURAL	10/30/2006	77/031,956	07/15/2008	3,468,568	REGISTERED
KOALA BEAR (Design)	02/21/2007	77/112,750	05/27/2008	3,437,179	REGISTERED
KOALA KIDS	10/5/1994	74/582,487	4/27/1999	2,241,678	REGISTERED
KOALA KIDS (Stylized) with Bear Design in Silhouette	02/26/2007	77/116,268	08/26/2008	3,493,289	REGISTERED
KOALA KIDS!	9/12/1988	73/753,264	2/27/1990	1,584,763	REGISTERED
KYLE THE KILLER WHALE	10/04/2004	78/494,128	03/28/2006	3,072,986	REGISTERED
LICKERISH	5/4/2001	76/250,919	7/12/2005	2,967,459	REGISTERED
LIFE CHANGES WHEN YOU BECOME AN US	12/11/2008	77/631,320	07/07/2009	3,650,419	REGISTERED
LIL CHEFS	01/18/2007	77/084,644	09/15/2009	3,683,531	REGISTERED
LIL CHEFS	01/18/2007	77/975,295	04/29/2008	3,419,656	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 TOY SOLDIER Device	10/01/1994	73/501,812	10/15/1985	1,366,022	REGISTERED
LOW PRICE SUPER STARS	7/24/2002	76/433,564	1/31/2006	3,052,020	REGISTERED
MINIWEAR	3/22/1990	74/041,183	12/6/1994	1,866,411	REGISTERED
MINIWEAR (Design)	7/24/1995	74/705,899	11/3/1998	2,201,649	REGISTERED
MY 1ST DENIM	09/25/2006	77/006,267	01/15/2008	3,369,905	REGISTERED
NESTINO	08/06/2007	77/977,232	06/23/2009	3,644,902	REGISTERED
NEW LEGENDS	6/24/1991	74/179,076	8/6/1996	1,990,611	REGISTERED
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
PLAY ON	04/24/2003	78/241,706	03/14/2006	3,067,358	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
QUICK START REGISTRY	05/02/2006	78/873,999	07/22/2008	3,473,916	REGISTERED
R (Stylized) (reversed R with Star Inside) – New Logo in Black	01/23/2009	77/655,117	06/30/2009	3,647,537	REGISTERED
R (Stylized) with Leaf Design RECYCLE RENEW REFUSE RE-THINK (reversed R)	04/29/2008	77/461,061	09/08/2009	3,680,872	REGISTERED
R MARKET (Stylized) (Reversed R with Star Inside)	06/12/2009	77/758,019	01/19/2010	3,739,444	REGISTERED
R US	12/20/1999	75/876,241	4/10/2001	2,442,370	REGISTERED
R US (Stylized) (Reversed R with Star Inside)	01/27/2009	77/657,237	06/30/2009	3,647,541	REGISTERED
RALLYE	4/6/1999	75/676,258	11/14/2000	2,403,494	REGISTERED
REAL FRIENDS	12/15/1998	75/607,797	12/5/2000	2,411,265	REGISTERED
RIELING	05/04/2006	78/876,911	11/13/2007	3,337,171	REGISTERED
ROBO NATION	05/17/2006	78/886/006	11/13/2007	3,337,223	REGISTERED
SAND GEAR	8/13/2003	78/286,609	4/19/2005	2,943,228	REGISTERED
SHOOT BACK BASKETBALL	6/2/1999	75/719,792	9/5/2000	2,382,832	REGISTERED
SIZZLIN' COOL	06/30/2006	78/920,950	10/23/2007	3,318,009	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
SOUND CITY RAILWAY	04/11/2006	78/858,487	07/17/2007	3,266,449	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 GEAR	11/7/2003	78/324,835	5/9/2006	3,090,999	REGISTERED
STICKERS "R" US	12/20/1999	75/876,242	7/10/2001	2,467,339	REGISTERED
SUPER LEGENDS	10/13/2003	78/312,918	6/7/2005	2,961,347	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
SUPER SLICKS	3/26/1971	72/387,576	11/28/1972	947,852	REGISTERED
SWEET LOVING BABY	06/21/2006	78/912,884	04/10/2007	3,227,937	REGISTERED
TENDER TEARS	07/08/2005	78/666,313	03/06/2007	3,216,505	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
THE WORLD'S GREATEST TOY STORE	09/21/2006	77/004,257	09/11/2007	3,292,400	REGISTERED
THE WORLD'S TOY STORE	11/21/2004	78/520,643	03/28/2006	3,074,917	REGISTERED
THREADS CLOTHING FOR KIDS (Design)	9/10/1990	74/095,896	9/8/1992	1,714,683	REGISTERED
TICKLE TUMMY BABY	07/08/2005	78/666,120	04/24/2007	3,235,061	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
TOTALLY ME!	05/05/2006	78/877,687	11/13/2007	3,337,175	REGISTERED
TOY GUIDE FOR DIFFERENTLY-ABLED KIDS	09/25/2006	77/006,292	01/08/2008	3,364,238	REGISTERED
TOYS "R" US (Stylized) (reversed R) (Black Bubble Letters)	3/19/1969	72/320,104	11/10/1970	902,125	REGISTERED
TOYS "R" US (Stylized) (Reversed R with Star Inside) – new Logo in Black	04/15/2009	77/714,904	12/15/2009	3,724,925	REGISTERED
TOYS "R" US in plain block letters (not reversed)	3/6/2000	75/936,743	4/24/2001	2,446,213	REGISTERED
TOYS "R" US in plain block letters (not reversed)	9/27/2002	76/453,343	9/2/2003	2,758,567	REGISTERED
TOYS "R" US in plain block letters (not reversed)	12/17/2002	78/195,423	12/23/2003	2,797,686	REGISTERED
TOYS "R" US (Stylized) (reversed R) (Black Bubble Letters)	12/17/1980	73/290,146	11/2/1982	1,215,353	REGISTERED
TOYS "R" US in plain block letters (not reversed)	11/22/1995	75/023,624	11/26/1996	2,019,153	REGISTERED

TRADEMARK	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	STATUS
TOYS "R" US in plain block letters (not reversed)	5/20/1997	75/126,558	5/20/1997	2,063,369	REGISTERED
TOYS "R" US in plain block letters	3/18/1999	75/662,997	7/4/2000	2,364,201	REGISTERED
TOYS "R" US (Stylized) with Star Design (reversed R)	8/26/1999	75/786,109	6/27/2000	2,362,269	REGISTERED
TOYS "R" US JINGLE (I DON'T WANNA GROW UP, I'M A TOYS "R" US KID	08/08/2006	78/947,644	10/09/2007	3,307,300	REGISTERED
TOYS "R" US TOY BOX	7/9/2003	78/272,088	10/4/2005	3,003,574	REGISTERED
TOYSRUS	06/30/2009	77/771,324	07/06/2010	3,815,634	REGISTERED
TOYSRUS.COM	2/11/1999	75/639,021	7/25/2000	2,370,396	REGISTERED
TRUE HEROES	05/03/2006	78/875,497	08/12/2008	3,486,409	REGISTERED
TRUE HEROES	02/07/2006	78/981,035	05/26/2009	3,628,976	REGISTERED
WE GET TOYS	09/02/1999	75/790,954	06/05/2001	2,458,457	REGISTERED
WHERE KIDS ARE A BIG DEAL!	07/14/2009	77/780,703	01/19/2010	3,740,001	REGISTERED
YOU & ME	4/2/2001	76/234,511	12/9/2003	2,792,018	REGISTERED
YUKON EXPRESS	07/10/2006	78/925,453	07/08/2008	3,464,451	REGISTERED

Geoffrey, LLC

Trademark Applications:

TRADEMARK	FILING DATE	APPLICATION NUMBER	STATUS
ALANA	04/06/2010	85/007,799	PENDING
AVERY	04/15/2010	85/015,090	PENDING
AVIGO	04/28/2008	77/979,995	ALLOWED
AVIGO	05/05/2008	77/465,660	ALLOWED
AVIGO	05/06/2008	77/466,496	ALLOWED
AVIGO	04/28/2008	77/459,631	ALLOWED

TRADEMARK	FILING DATE	APPLICATION NUMBER	STATUS
BABIES "R" US	06/18/2010	85/066,530	PENDING
BABIES R US (Stylized) (Reversed R with Star inside) – new Logo in Purple	11/30/2009	77/881,927	PENDING
BABIESRUS	02/09/2010	77/931,308	PENDING
CALLIE	04/06/2010	85/007,792	PENDING
CLAUDIA	04/06/2010	85/007,722	PENDING
ESPECIALLY FOR MOM	09/25/2006	77/006,360	ALLOWED
GIRL BAND	04/06/2010	85/007,806	PENDING
JESTER Device	03/16/2010	77/960,310	PENDING
KB TOY WORKS (Stylized)	08/27/2009	77/814,545	ALLOWED
KOALA BABY	03/05/2010	77/951,563	PENDING
MEREDITH	04/06/2010	85/007,802	PENDING
PENELOPE THE PUP	8/23/2010	85,113,809	PENDING
PLUSHALICIOUS	07/22/2010	85/090,676	PENDING
SCOOPS R US (Stylized) (Reversed R with Star Inside) in Red/Yellow/Orange – New Color Logo	05/28/2010	85/050,240	PENDING
SHOP! SAVE! PLAY!.	04/13/2010	85/012,994	PENDING
TARYN	04/06/2010	85/007,737	PENDING
TM! (and Design)	08/03/2010	85/099,162	PENDING
TOTALLY ME!	5/5/2006	78/981,396	ALLOWED
TOTALLY ME!	5/5/2006	78/877,715	ALLOWED
TOYS "R" US (Stylized) (Reversed R with Star Inside) in Red/Orange/Green/Blue – new Color Logo	11/30/2009	77/881,922	PENDING
TOYSRUS HOLDAY EXPRESS (Stylized) (Reversed R with Star Inside) in Red/Orange/Green/Blue	10/09/2009	77/845,209	PENDING
TOYSRUS HOLDAY EXPRESS (Stylized)	10/09/2009	77/845,149	PENDING
WHERE LITTLE ONES ARE A BIG DEAL	07/14/2009	77/780,694	ALLOWED