

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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		06/30/2010	LIMITED PARTNERSHIP: TENNESSEE

RECEIVING PARTY DATA

Name:	UNITED STOREOWNERS ASSOCIATION OF BABY STORES, LLC
Street Address:	11328 WEST MONTICELLO PLACE
City:	WESTCHESTER
State/Country:	ILLINOIS
Postal Code:	60154
Entity Type:	LIMITED LIABILITY COMPANY: ILLINOIS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	77346434	USA BABY WELCOME HOME.

CORRESPONDENCE DATA

Fax Number: (615)251-1059
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 6152560500
 Email: jaf@h3gm.com
 Correspondent Name: Jacob A. Feldman, Esq
 Address Line 1: 315 DeaderickStreet, Suite 1800
 Address Line 4: NASHVILLE, TENNESSEE 37238

NAME OF SUBMITTER:	Andrew Higgins
Signature:	/Andrew Higgins/
Date:	08/26/2010

Total Attachments: 3

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Assignment") is entered into as of June 30, 2010, by and between COMMERCE CAPITAL, LP, a Tennessee limited partnership ("Commerce Capital"), and UNITED STOREOWNERS ASSOCIATION OF BABY STORES, LLC, an Illinois limited liability company ("Association").

WITNESSETH:

WHEREAS, pursuant to that certain Trademark Sale Agreement, dated as of June 30, 2010 (the "Trademark Sale Agreement"), by and among Commerce Capital, Association and certain storeowners identified therein (the "Storeowners"), Association is acquiring certain registered trademarks from Commerce Capital;

WHEREAS, Commerce Capital is the owner of the trademark application attached as Exhibit A to this Assignment, which bears serial number 77346434 in the United States Patent and Trademark Office on December 7, 2007 (the "Mark"); and

WHEREAS, pursuant to the Trademark Sale Agreement, Commerce Capital has agreed to assign and transfer all of its rights to the Mark to the Association.

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

Commerce Capital does hereby transfer and assign to the Association all of Commerce Capital's right, title and interest in and to the Mark, together with all of Commerce Capital's common law rights and the goodwill associated with the Mark.

Commerce Capital shall execute any documentation necessary to effectuate the foregoing assignment to the Association and assist the Association in maintaining or defending the Mark, in each case at the Association's request and expense.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed as of the date first set forth above.

COMMERCE CAPITAL, LP

By: Commerce Equity Capital Corp.,
General Partner

By 
Andrew Higgins

UNITED STOREOWNERS ASSOCIATION OF
BABY STORES, LLC

By 
Alan S. Levine, Manager

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 26th day of August, 2010.

Billie Kay Patton
Notary Public



My Commission Expires: 05/07/2010

STATE OF ILLINOIS)
COUNTY OF COOK)

Before me, MARCIA E. ROLLINS of the state and county aforesaid, personally appeared Alan S. Levine, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence and who, upon oath, acknowledged himself to be the Manager of UNITED STOREOWNERS ASSOCIATION OF BABY STORES, LLC, a limited liability company, and that he as such Manager, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by himself as Manager.

Witness my hand and seal, at office in Chicago, Illinois, this 20th day of August, 2010.

Marcia E. Rollins
Notary Public

My Commission Expires: 12/1/11



EXHIBIT A

Trademark Application

<u>Mark</u>	<u>Serial No.</u>	<u>Reg. No.</u>
USA Baby Welcome Home	77346434	Application filed 12/07/07

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