

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gym-Mark, Inc.		11/23/2010	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Credit Suisse AG, as Collateral Agent		
Street Address:	Eleven Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	Bank: SWITZERLAND		
PROPERTY NUMBERS Total: 53			
Property Type	Number	Word Mark	
Registration Number:	3207989	1 2 3 4 5 6 7	
Registration Number:	3445837	BABY 8	
Registration Number:	1950164	BUBBLEOODLES	
Registration Number:	3445768	CRAZY 8	
Registration Number:	3485537	CRAZY 8	
Registration Number:	3850348	CRAZY 8	
Registration Number:	1880153		
Registration Number:	2901157		
Registration Number:	2845604		
Registration Number:	2838856	G	
Registration Number:	2813672	G	
Registration Number:	3230755	GROWING YOUNG MINDS	
Registration Number:	2836676	GYMARTS	
Registration Number:	1748641	GYMBELLE	

OP \$1340.00 3207989

900176269

TRADEMARK
REEL: 004409 FRAME: 0589

Registration Number:	1442236	GYMBO
Registration Number:	1247804	GYMBO
Registration Number:	1861860	GYMBOREE
Registration Number:	1698109	GYMBOREE
Registration Number:	1436305	GYMBOREE
Registration Number:	1181447	GYMBOREE
Registration Number:	3733995	GYMBOREE
Registration Number:	3355511	GYMBOREE
Registration Number:	2728955	GYMBOREE
Registration Number:	2423981	GYMBOREE
Registration Number:	1773855	GYMBOREE GYMCLUB
Registration Number:	2322435	GYMBOREE ON THE GO
Registration Number:	3049256	GYMBOREE PLAY & MUSIC
Registration Number:	3020189	GYMBOREE PLAY & MUSIC
Registration Number:	3023327	GYMBOREE PLAY & MUSIC
Registration Number:	3034780	GYMBOREE PLAY & MUSIC
Registration Number:	3202661	GYMBOREE YOU AND ME
Registration Number:	2877717	GYMUCKS
Registration Number:	1819257	GYMCLUB
Registration Number:	1829987	GYMKIDS
Registration Number:	3356005	GYMMIES
Registration Number:	3183241	GYMMIES
Registration Number:	3499614	GYM TV
Registration Number:	3074805	JANEVILLE
Registration Number:	2972545	JANEVILLE
Registration Number:	2820254	JANIE AND JACK
Registration Number:	3856716	JANIE AND JACK
Registration Number:	3856717	JANIE AND JACK
Registration Number:	2820371	JANIE AND JACK
Registration Number:	3171603	JINGLE DEALS
Registration Number:	3493610	LIFE IS CRAZY...8 DAYS A WEEK
Registration Number:	1964409	MATCHMATICS
Registration Number:	1751612	PLAYGYM
Registration Number:	2930023	PRECIOUS LITTLE BABY THINGS
Registration Number:	3355446	UNIQUE FROM HEAD TO TOE

Serial Number:	77948811	JANIE AND JACK
Serial Number:	77948796	JANIE AND JACK
Serial Number:	77948807	JANIE AND JACK
Serial Number:	77947711	JANIE AND JACK

CORRESPONDENCE DATA

Fax Number: (800)494-7512

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

Phone: 202-370-4761

Email: ecallahan@nationalcorp.com

Correspondent Name: Elspeth Callahan

Address Line 1: 1100 G St NW Suite 420

Address Line 2: National Corporate Research

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F130448
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NAME OF SUBMITTER:	Karen S. Cottrell
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Signature:	/Karen S. Cottrell/
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Date:	11/24/2010
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Total Attachments: 8

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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, GYM-MARK, INC., a California corporation (the “Grantor”) with principal offices at Five Hundred Howard Street, San Francisco, CA 94105, hereby grants to CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent, with principal offices at Eleven Madison Avenue, New York, NY 10010 (the “Grantee”), a continuing security interest in (i) all of the Grantor’s right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (collectively, the “Marks”) set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising on, prior to or after the date hereof for infringement, or dilution of, or other injury to, any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the payment or performance, as the case may be, in full of the Secured Obligations, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 23, 2010 (as amended, modified, restated and/or supplemented from time to time, the “Security Agreement”).

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

In Witness WHEREOF, the undersigned has executed this Grant as of the 23rd day of
November, 2010.

Grantor: GYM-MARK, INC.

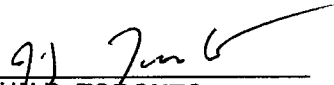
By: 

Name: Matthew K. McCauley

Title: Chief Executive Officer

{Signature page to ABL Trademark Security Agreement}

CREDIT SUISSE AG, CAYMAN
ISLANDS BRANCH, as Collateral Agent
and Grantee

By: 
Name: JOHN D. TORONTO
Title: DIRECTOR

By: 
Name: VIPUL DHADDA
Title: ASSOCIATE

[Signature Page to Term Loan Trademark Security Agreement]


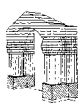




Schedule A

MARK


SERIAL/REG. NO.

APP./REG. DATE

Registered Trademarks

Trademark	Reg. No.	Reg. Date
 1 2 3 4 5 6 7	3207989	13-Feb-07
BABY 8 BABY 8	3445837	10-Jun-08
BUBBLEOODLES	1950164	23-Jan-96
CRAZY 8 CRAZY 8	3445768	10-Jun-08
CRAZY 8 CRAZY 8	3485537	12-Aug-08
CRAZY 8 CRAZY 8	3850348	21-Sep-10
 Design Only	1880153	21-Feb-95
 Design Only	2901157	9-Nov-04
 Design Only	2845604	25-May-04
 G	2838856	4-May-04
 G	2813672	10-Feb-04

Trademark	Reg. No.	Reg. Date
GROWING YOUNG MINDS GROWING YOUNG MINDS	3230755	17-Apr-07
GYMARTS	2836676	27-Apr-04
GYMBELLE	1748641	26-Jan-93
GYMBO	1442236	9-Jun-87
GYMBO	1247804	9-Aug-83
GYMBOREE	1861860	8-Nov-94
GYMBOREE	1698109	30-Jun-92
GYMBOREE	1436305	14-Apr-87
GYMBOREE	1181447	8-Dec-81
GYMBOREE GYMBOREE	3733995	5-Jan-10
GYMBOREE GYMBOREE	3355511	18-Dec-07
GYMBOREE	2728955	24-Jun-03
GYMBOREE	2423981	23-Jan-01
GYMBOREE GYMCLUB	1773855	25-May-93
GYMBOREE ON THE GO	2322435	22-Feb-00
GYMBOREE PLAY & MUSIC GYMBOREE PLAY & MUSIC	3049256	24-Jan-06
GYMBOREE PLAY & MUSIC GYMBOREE PLAY & MUSIC	3020189	29-Nov-05
GYMBOREE PLAY & MUSIC GYMBOREE PLAY & MUSIC	3023327	6-Dec-05
GYMBOREE PLAY & MUSIC GYMBOREE PLAY & MUSIC	3034780	27-Dec-05
GYMBOREE YOU AND ME GYMBOREE YOU AND ME	3202661	23-Jan-07
GYMUCKS	2877717	24-Aug-04
GYMCLUB	1819257	1-Feb-94

Trademark	Reg. No.	Reg. Date
GYMKIDS	1829987	5-Apr-94
GYMMIES	3356005	18-Dec-07
GYMMIES		
GYMMIES	3183241	12-Dec-06
GYMMIES		
GYM TV GYM TV	3499614	9-Sep-08
 JANEVILLE	3074805	28-Mar-06
JANEVILLE	2972545	19-Jul-05
JANIE AND JACK	2820254	2-Mar-04
JANIE AND JACK JANIE AND JACK	3856716	5-Oct-10
JANIE AND JACK JANIE AND JACK	3856717	5-Oct-10
JANIE AND JACK	2820371	2-Mar-04
JINGLE DEALS JINGLE DEALS	3171603	14-Nov-06
ONE CRAZY...8 DAYS A WEEK LIFE IS CRAZY...8 DAYS A WEEK	3493610	26-Aug-08
MATCHMATICS	1964409	26-Mar-96
PLAYGYM	1751612	9-Feb-93
PRECIOUS LITTLE BABY THINGS	2930023	8-Mar-05
UNIQUE FROM HEAD TO TOE UNIQUE FROM HEAD TO TOE	3355446	18-Dec-07

Applications

Trademark	App. Number	App. Date
JANIE AND JACK JANIE AND JACK	77948811	2-Mar-10
JANIE AND JACK JANIE AND JACK	77948796	2-Mar-10
JANIE AND JACK JANIE AND JACK	77948807	2-Mar-10
JANIE AND JACK JANIE AND JACK	77947711	1-Mar-10