

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST - TRADEMARKS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Gerber Childrenswear LLC		03/23/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Ableco Finance LLC, as collateral agent
Street Address:	299 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10171
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3613428	ALL-IN-ONE
Registration Number:	3748562	BEGINNINGS THE BEST PLACE TO START
Registration Number:	3488401	ONESIES
Registration Number:	3932559	REAL MOMS DESERVE REAL REWARDS
Registration Number:	3982122	SAM & SALLY
Registration Number:	3909352	SAM & SALLY
Registration Number:	3825903	THE ONE AND ONLY ONESIES BRAND

CORRESPONDENCE DATA

Fax Number: (212)593-5955  
 Phone: 212-756-2132  
 Email: scott.kareff@srz.com

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP  
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CH \$190.00 3613428

Address Line 2: 22nd Floor  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	014951-0966
NAME OF SUBMITTER:	Scott Kareff (014951-0966)
Signature:	/kc for sk/
Date:	03/26/2012

**Total Attachments: 3**

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source=Trademark Grant of Security Interest for Gerber Childrenswear LLC dated 03.23.12#page3.tif

## 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 25, 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 March 23, 2012.

GERBER CHILDRENSWEAR LLC

By: *Gary A. Fass*  
Name: Gary Fass  
Title: Chief Financial Officer

Schedule A

<b>Mark</b>	<b>Jurisdiction</b>	<b>Serial No./ Filing Date</b>	<b>Reg. No./ Reg. Date</b>	<b>Class/Goods and Services</b>	<b>Current Owner</b>
ALL-IN-ONE	USA	77/375241 01/18/2008	3613428 04/28/2009	24, BEDDING AND LINENS INCLUDING INFANT AND TODDLER SHEETS, BLANKETS, AND CRIB BEDDING MATERIALS 25, NON-DISPOSABLE WATERPROOF TRAINING PANTS	Gerber Childrenswear LLC
BEGINNINGS THE BEST PLACE TO START	USA	78/449824 07/13/2004	3748562 02/16/2010	24, INFANT AND TODDLER BEDDING AND BATH PRODUCTS, ETC. 25, INFANT AND TODDLER APPAREL, ETC. 28, SOFT TOYS, NAMELY, SOFT SCULPTURE TOYS AND SOFT SCULPTURE PLUSH TOYS	Gerber Childrenswear LLC
ONESIES <b>onesies</b>	USA	77/377682 01/22/2008	3488401 08/19/2008	25, INFANTS' AND CHILDREN'S CLOTHING, NAMELY, INFANTWEAR, UNDERWEAR, BODYSUITS, UNDERCLOTHES AND UNDERGARMENTS	Gerber Childrenswear LLC
REAL MOMS DESERVE REAL REWARDS	USA	77/955450 3/10/2010	3932559 3/15/2011	41, PROVIDING SWEEPSTAKES, CONTESTS WITH PRODUCT GIVEAWAYS, AND CONTESTS RELATED TO INFANT'S AND CHILDREN'S CLOTHING AND PRODUCTS	Gerber Childrenswear LLC
SAM & SALLY	USA	77/824123 9/10/2009	3982122 6/21/2011	24 INFANTS' AND CHILDREN'S BEDDING AND BATH PRODUCTS, NAMELY, BLANKETS, BUMPER PADS, COMFORTERS, CRIB SHEETS, CRIB SKIRTS, FABRIC AND TEXTILE DIAPER STACKERS, TOWELS, WASHCLOTHS AND BURP CLOTHS. 25 UNION SUITS	Gerber Childrenswear LLC
SAM & SALLY	USA	77/981038 9/10/2009	3909352 1/18/2011	25 INFANTS' AND CHILDREN'S APPAREL, NAMELY, BOOTIES, CAPS, GOWNS, LAYETTES, ONE-PIECE UNDERWEAR, SLEEP-AND-PLAY OUTFITS, AND UNDERWEAR.	Gerber Childrenswear LLC
THE ONE AND ONLY ONESIES BRAND	USA	77/614,076 11/13/2008	3825903 07/27/2010	25, INFANTS' AND CHILDREN'S CLOTHING, NAMELY, INFANTWEAR, UNDERWEAR, BODYSUITS, UNDERCLOTHES AND UNDERGARMENTS	Gerber Childrenswear LLC