

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	SUPPLEMENT NO. 1 TO U.S. SUBSIDIARY TRADEMARK SECURITY AGREEMENT														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>The Mommy & Me Company</td> <td></td> <td>04/26/2012</td> <td>CORPORATION: CALIFORNIA</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	The Mommy & Me Company		04/26/2012	CORPORATION: CALIFORNIA				
Name	Formerly	Execution Date	Entity Type												
The Mommy & Me Company		04/26/2012	CORPORATION: CALIFORNIA												
RECEIVING PARTY DATA															
Name:	Royal Bank of Canada, as Agent														
Street Address:	20 King Street West, 4th Floor														
City:	Toronto														
State/Country:	CANADA														
Postal Code:	M5H 1C4														
Entity Type:	a Canadian chartered bank: CANADA														
PROPERTY NUMBERS Total: 3															
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>4023517</td> <td>MOMMY & ME</td> </tr> <tr> <td>Registration Number:</td> <td>3516904</td> <td>MOMMY & ME</td> </tr> <tr> <td>Serial Number:</td> <td>85374064</td> <td>MOMMY AND ME</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Registration Number:	4023517	MOMMY & ME	Registration Number:	3516904	MOMMY & ME	Serial Number:	85374064	MOMMY AND ME
Property Type	Number	Word Mark													
Registration Number:	4023517	MOMMY & ME													
Registration Number:	3516904	MOMMY & ME													
Serial Number:	85374064	MOMMY AND ME													
CORRESPONDENCE DATA															
Fax Number:	9497200182														
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>															
Phone:	(949) 224-6291														
Email:	trademark@buchalter.com														
Correspondent Name:	Farah P. Bhatti, Esq.														
Address Line 1:	18400 Von Karman Avenue, Suite 800														
Address Line 4:	Irvine, CALIFORNIA 92612														
ATTORNEY DOCKET NUMBER:	B1024-0004														
DOMESTIC REPRESENTATIVE															

900221888

TRADEMARK
 REEL: 004768 FRAME: 0982

CH \$90.00 4023517

Name: Anthony R. Calobre
Address Line 1: 1000 Wilshire Blvd, Suite 1500
Address Line 4: Los Angeles, CALIFORNIA 90017

NAME OF SUBMITTER:	Farah P. Bhatti, Esq.
--------------------	-----------------------

Signature:	/Farah P. Bhatti/
------------	-------------------

Date:	05/01/2012
-------	------------

Total Attachments: 4

source=Executed Supplement No. 1 to US Subsidiary Trademark Agreement#page1.tif

source=Executed Supplement No. 1 to US Subsidiary Trademark Agreement#page2.tif

source=Executed Supplement No. 1 to US Subsidiary Trademark Agreement#page3.tif

source=Executed Supplement No. 1 to US Subsidiary Trademark Agreement#page4.tif

**SUPPLEMENT NO. 1 TO
U.S. SUBSIDIARY TRADEMARK SECURITY AGREEMENT**

April 26, 2012

THE MOMMY & ME COMPANY, a California corporation ("Pledgor") hereby acknowledges that it has granted to **ROYAL BANK OF CANADA**, in its capacity as administrative agent for the Lenders (in such capacity, the "Agent"), for the benefit of such Lenders, a security interest in and to any and all of Pledgor's right, title and interest in and to the trademarks and applications therefor which are owned by Pledgor and identified on Schedule 1 attached hereto and herein incorporated by this reference (the "Trademarks"), together with the goodwill and assets of the business, pursuant to the Agreement (as such term is defined below).

The terms and conditions of the aforementioned security interest are contained in that certain U.S. Subsidiary Trademark Security Agreement (the "Agreement") dated as of July 21, 2008, by and between Pledgor, the other Pledgors signatory thereto and the Agent, which was recorded in the records of the United States Patent and Trademark Office ("USPTO") on August 7, 2008 at Reel and Frame No. 003831/0077, as security for the obligations as set forth in the Agreement and any other agreements referred to therein. Nothing contained in this Supplement No. 1 to U.S. Subsidiary Trademark Security Agreement shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which the Pledgor or the Agent may have in any other collateral described in the Agreement or otherwise.

Schedule A attached hereto is intended to supplement (and not to replace) the original Schedule A which was attached to the Agreement and recorded with the USPTO.

THIS SUPPLEMENT NO. 1 TO U.S. SUBSIDIARY TRADEMARK SECURITY AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

[Signature page to follow.]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

“PLEDGOR”

THE MOMMY & ME COMPANY,
a California corporation

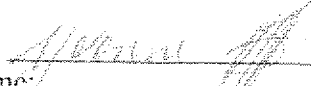
By: 

Name: Michael Hirsh

Title: Chief Executive Officer

ACCEPTED AND ACKNOWLEDGED BY:

ROYAL BANK OF CANADA,
as Agent

By: 
Name: _____
Title: _____

SCHEDULE A

TRADEMARKS and TRADEMARK APPLICATIONS

No.	Trademark	Trademark No./ Application No.	File Date/ Issue Date	Pledgor
1.	MOMMY & ME Block Letters	4023517	September 6, 2011	The Mommy & Me Company
2.	MOMMY AND ME Block Letters	85-374,064	July 18, 2011	The Mommy & Me Company
3.	MOMMY & ME and Design	3,516,904	October 14, 2008	The Mommy & Me Company

SCHEDULE A

BN 11203319v4

RECORDED: 05/01/2012

**TRADEMARK
REEL: 004768 FRAME: 0987**