

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Gerber Childrenswear LLC		07/19/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	FSJC XIV, LLC, as Collateral Agent
Street Address:	1700 East Putnam Avenue, Suite 207
City:	Old Greenwich
State/Country:	CONNECTICUT
Postal Code:	06870
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	3613428	ALL-IN-ONE
Registration Number:	2521713	ALWAYS BABY
Registration Number:	3748562	BEGINNINGS THE BEST PLACE TO START
Registration Number:	2666232	BUNDLE OF LOVE
Registration Number:	2713418	EZ-COVER
Registration Number:	2711179	FUNSIE ONESIES
Registration Number:	1369152	NEW BEGINNINGS
Registration Number:	3488401	ONESIES
Registration Number:	2549557	ONESIES
Registration Number:	1292981	ONESIES
Registration Number:	3932559	REAL MOMS DESERVE REAL REWARDS
Registration Number:	3982122	SAM & SALLY
Registration Number:	3909352	SAM & SALLY
Registration Number:	2423158	SWEET EXPECTATIONS

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TRADEMARK

Registration Number:	2632341	TENDER EXPRESSIONS
Registration Number:	3825903	THE ONE AND ONLY ONESIES BRAND
Registration Number:	1372729	TWOSIES

CORRESPONDENCE DATA

Fax Number: 6175269899
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 6175269628
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ATTORNEY DOCKET NUMBER:	22443/018
NAME OF SUBMITTER:	Christine Slattery
Signature:	/Christine Slattery/
Date:	07/31/2012

Total Attachments: 6
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GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, Gerber Childrenswear LLC, a Delaware limited liability company ("Gerber") and Hanna Andersson, LLC, a Delaware limited liability company ("Hanna" and together with Gerber, collectively the "Grantors" and each individually a "Grantor") have adopted, used and are using, and hold 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, each Grantor has entered into a Pledge and Security Agreement, dated July 19, 2012 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of FSJC XIV, 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, each 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 such 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, each 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 is defined in the Security Agreement) to secure the prompt payment, performance and observance of the Secured Obligations.

Each 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, each Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of July 17, 2012.

GERBER CHILDRENSWEAR LLC

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

HANNA ANDERSSON, LLC

By: _____
Name: Rod Rice
Title: Chief Financial Officer

IN WITNESS WHEREOF, each Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of July 17, 2012.

GERBER CHILDRENSWEAR, LLC


By: _____
Name: Gary Fass
Title: Chief Financial Officer

HANNA ANDERSSON, LLC

By:  _____
Name: Rod Rice
Title: Chief Financial Officer

Schedule A

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Class/Goods and Services	Current Owner
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
ALWAYS BABY	USA	75/862155 12/02/1999	2521713 12/25/2001	24. INFANT AND TODDLER BED AND BATH PRODUCTS, NAMELY CRIB SHEETS, ETC. 25. INFANT AND TODDLER APPAREL, NAMELY, UNDERWEAR, GOWNS, CAPS, ETC.	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
BUNDLE OF LOVE	USA	76/365263 01/31/2002	2666232 12/24/2002	25. INFANTS' AND CHILDREN'S APPAREL, NAMELY BODYSUITS, BOOTIES, CAPS, CARDIGANS, CLOTH BIBS, ETC.	Gerber Childrenswear LLC
EZ-COVER	USA	76/433869 07/24/2002	2713418 05/06/2003	25. INFANTS' AND TODDLERS' APPAREL, NAMELY PANTS, SHORTS, UNDERCLOTHES, UNDERGARMENTS AND UNDERWEAR	Gerber Childrenswear LLC
FUNSIE ONESIES	USA	76/417525 06/03/2002	2711179 04/29/2003	25. INFANTS' AND CHILDREN'S CLOTHING, NAMELY, ONE-PIECE UNDERWEAR, CREEPERS, COVERALLS, ROMPERS AND HATS	Gerber Childrenswear LLC
NEW BEGINNINGS <i>New Beginnings</i>	USA	73/525409 03/06/1985	1369152 11/05/1985	25. LAYETTE GIFT SETS COMPRISED OF VARIOUS COMBINATIONS OF GOWNS, ETC.	Gerber Childrenswear LLC
ONESIES onesies	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
ONESIES	USA	76/156608 04/27/2000	2549557 03/19/2002	25. INFANT'S AND CHILDREN'S CLOTHING, NAMELY, INFANTWEAR, UNDERWEAR, BODYSUITS, UNDERCLOTHES AND UNDERGARMENTS	Gerber Childrenswear LLC
ONESIES onesies	USA	73/404862 12/06/1982	1292981 09/04/1984	25. INFANT'S AND CHILDREN'S UNDERWEAR	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

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Class/Goods and Services	Current Owner
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
SWEET EXPECTATIONS	USA	75/844959 11/10/1999	2423158 01/23/2001	25,	Gerber Childrenswear LLC
TENDER EXPRESSIONS	USA	75/845805 11/10/1999	2632341 10/08/2002	25, INFANT AND TODDLER APPAREL, NAMELY UNDERWEAR, ONE-PIECE PLAYCLOTHES, ETC.	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
TWOSIES 	USA	73/537924 05/16/1985	1372729 11/26/1985	25, TWO-PIECE SHIRT AND PANT SET	Gerber Childrenswear LLC