



Grant of Security Interest in United States Trademarks  
Schedule A

US Federal	2 HEARTS	Allowed Filed: May 14, 2009	SN: 77-737330	25, 35	Cave Springs, Inc.
US Federal	A PEA IN THE POD	Registered March 10, 2007	RN: 1,432,037	25	Cave Springs, Inc.
US Federal	A PEA IN THE POD	Registered February 3, 2007	RN: 1,427,963	42	Cave Springs, Inc.
US Federal	A PEA IN THE POD	Pending Filed: August 15, 2011	SN: 85-398095	20	Cave Springs, Inc.
US Federal	A PEA IN THE POD COLLECTION Disclaimer: "COLLECTION"	Registered March 30, 2010	RN: 3,768,280	25, 35	Cave Springs, Inc.
US Federal	A PEA IN THE POD	Pending Filed: January 30, 2012	AN: 85/528,468	35	Cave Springs, Inc.
US Federal	A PEA IN THE POD MATERNITY & Design	Pending Filed: April 13, 2012	AN: 85/597,473	25, 42	Cave Springs, Inc.
US Federal	DM & Design	Pending Filed: April 13, 2012	AN: 85/597,484	25, 35, 41, 44	Cave Springs, Inc.
US Federal	DESTINATION MATERNITY Disclaimer: "MATERNITY"	Registered April 7, 2009	RN: 3,604,336	25	Cave Springs, Inc.
US Federal	DESTINATION MATERNITY Disclaimer: "MATERNITY"	Registered June 5, 2007	RN: 3,249,749	35, 41, 44	Cave Springs, Inc.
US Federal	DESTINATION MATERNITY Disclaimer: "MATERNITY"	Allowed Filed: March 18, 2009	SN: 77-693823	25	Cave Springs, Inc.
US Federal	DESTINATION MATERNITY Stylized (in color)	Registered August 7, 2012	RN: 4,186,873	35	Cave Springs, Inc.
US Federal	EDAMAME	Pending Filed: November 28, 2011	AN: 85/481627	3	Cave Springs, Inc.
US Federal	EDAMAME	Registered July 8, 2008	RN: 3,482,253	35, 44	Cave Springs, Inc.
US Federal	EDAMAME (Stylized)	Registered June 16, 2009	RN: 3,637,372	35, 44	Cave Springs, Inc.

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US Federal	EDAMAME THE MATERNITY SPA Disclaimer: "THE MATERNITY SPA"	Registered June 16, 2009	RN: 3,637,343	35, 44	Cave Springs, Inc.
US Federal	EDAMAME THE MATERNITY SPA (Stylized) Disclaimer: "THE MATERNITY SPA"	Registered June 16, 2009	RN: 3,637,373	35, 44	Cave Springs, Inc.
US Federal	EDAMAME THE MATERNITY SPA and Design Disclaimer: "THE MATERNITY SPA"	Registered August 22, 2006	SN:78-570897 RN:3,132,120	35, 44	Cave Springs, Inc.
US Federal	EDAMAME MATERNITY SPA & Design	Pending Filed: April 13, 2012	AN: 85/597,445	3, 35, 44	Cave Springs, Inc.
US Federal	EXPECT LOW PRICES EVERY DAY	Registered July 22, 2008	SN:77-348657 RN:3,471,834	35	Cave Springs, Inc.
US Federal	FUTURETRUST BANKING CENTER Disclaimer: "BANKING CENTER"	Registered March 2, 2010	SN:78-959827 RN:3,756,240	36	Cave Springs, Inc.
US Federal	KICKING 24/7	Allowed Filed: February 20, 2008	SN:77-401221	25	Cave Springs, Inc.
US Federal	M MOTHERHOOD MATERNITY & Design	Pending Filed: April 13, 2012	AN: 85/597,690	25	Cave Springs, Inc.
US Federal	M MOTHERHOOD MATERNITY & Design	Pending Filed: April 13, 2012	AN: 85/597,446	35	Cave Springs, Inc.
US Federal	MADE WITH THE EARTH IN MIND	Allowed Filed: November 6, 2007	SN:77-322452	25, 35	Cave Springs, Inc.
US Federal	MADE WITH THE EARTH IN MIND and Design	Allowed Filed: November 6, 2007	SN:77-322589	25, 35	Cave Springs, Inc.
US Federal	MATERNITY REDEFINED Disclaimer: "MATERNITY"	Registered February 27, 2010	RN:1,585,139	42	Cave Springs, Inc.
US Federal	MATERNITY REDEFINED Disclaimer: "MATERNITY"	Registered February 20, 2010	RN:1,583,746	25	Cave Springs, Inc.

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US Federal	MATERNITY WORKS Disclaimer: "MATERNITY"	Registered February 27, 1996	RN:1,959,252	25, 42	Cave Springs, Inc.
US Federal	MATERNITYMALL	Registered March 19, 2002	RN:2,551,236	35, 42	Cave Springs, Inc.
US Federal	MATERNITYMALL	Registered March 31, 2009	RN:3,597,534	35, 44	Cave Springs, Inc.
US Federal	MATERNITYMALL.COM	Registered July 31, 2001	RN:2,474,594	35, 42	Cave Springs, Inc.
US Federal	MATERNITYMALL.COM	Registered August 12, 2008	RN:3,483,429	35, 44	Cave Springs, Inc.
US Federal	MIMI ESSENTIALS	Registered April 11, 2008	RN:3,080,001	25, 35	Cave Springs, Inc.
US Federal	MIMI MATERNITY Disclaimer: "MATERNITY"	Registered June 23, 2002	RN:1,897,117	42	Cave Springs, Inc.
US Federal	MIMI MATERNITY Disclaimer: "MATERNITY"	Allowed Filed: September 15, 2010	SN:85-130695	25	Cave Springs, Inc.
US Federal	MISCELLANEOUS DESIGN (DMAT Woman Logo)	Allowed Filed: February 5, 2009	SN:77-864361	25, 35	Cave Springs, Inc.
US Federal	MOTHERHOOD	Registered January 4, 2007	RN:1,055,611	25	Cave Springs, Inc.
US Federal	MOTHERHOOD	Registered May 13, 2008	RN:3,427,980	25	Cave Springs, Inc.
US Federal	MOTHERHOOD	Registered July 20, 2010	SN:77-388876 RN:3,822,369	29	Cave Springs, Inc.
US Federal	MOTHERHOOD	Allowed Filed: February 5, 2008	SN:77-388886	32	Cave Springs, Inc.

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US Federal	MOTHERHOOD	Allowed Filed: May 22, 2008	SN:77-481481	16	Cave Springs, Inc.
US Federal	MOTHERHOOD	Registered June 29, 2010	RN:3,811,476	28	Cave Springs, Inc.
US Federal	MOTHERHOOD	Allowed Filed: October 18, 2010 Published: March 22, 2011	SN:85-154655	18	Cave Springs, Inc.
US Federal	MOTHERHOOD	Pending Filed; January 30, 2012	SN:85-528476	35	Cave Springs, Inc.
US Federal	MOTHERHOOD FITS YOU	Allowed Filed: July 28, 2010 Published: February 15, 2011	SN:85-094710	35	Cave Springs, Inc.
US Federal	MOTHERHOOD MATERNITY Disclaimer: "MATERNITY"	Registered June 6, 1995	RN:1,898,334	42	Cave Springs, Inc.
US Federal	MOTHERHOOD MATERNITY Disclaimer: "MATERNITY"	Registered February 17, 2009	RN:3,574,541	25	Cave Springs, Inc.
US Federal	MOTHERHOOD MATERNITY OUTLET Disclaimer: "MATERNITY OUTLET"	Registered June 13, 2005	RN:1,900,180	42	Cave Springs, Inc.
US Federal	MOTHERS WORK Disclaimer: "MOTHERS"	Registered January 15, 2008	RN:3,389,451	35	Cave Springs, Inc.
US Federal	MOTHERS WORK (Stylized)	Registered December 11, 2007	RN:3,352,462	35	Cave Springs, Inc.
US Federal	OH BABY! BY MOTHERHOOD and Design	Registered May 10, 2011 Filed: August 11, 2004	SN:78-465487 RN: 3959445	25	Cave Springs, Inc.
US Federal	OH BABY! BY MOTHERHOOD and Design	Registered December 2, 2008	RN:3,542,118	25	Cave Springs, Inc.
US Federal	ONYX MATERNITY BY DESTINATION MATERNITY Disclaimer: "MATERNITY"	Registered November 1, 2011	SN:85-127367 RN:4,050,524	25	Cave Springs, Inc.

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US Federal	ONYX MATERNITY BY DESTINATION MATERNITY (Stylized) Disclaimer: "MATERNITY"	Registered November 1, 2011	SN:85-127390 RN:4,050,525	25	Cave Springs, Inc.
US Federal	REAL TIME RETAILING Disclaimer: "RETAILING"	Registered May 14, 2008	RN:1,974,394	42	Cave Springs, Inc.
US Federal	SECRET FIT	Registered May 3, 2011 Filed: January 8, 2010	SN:77-907995 RN: 3953227	25	Cave Springs, Inc.
US Federal	SECRET FIT BELLY	Registered May 5, 2009	RN:3,617,464	25	Cave Springs, Inc.
US Federal	SECRET FIT NURSING CAMI Disclaimer: "NURSING CAMI"	Registered January 12, 2010	RN:3,737,564	25	Cave Springs, Inc.
US Federal	SECRET FIT SHAPING PANTY Disclaimer: "SHAPING PANTY"	Registered January 12, 2010	RN:3,737,562	25	Cave Springs, Inc.
US Federal	STREETS OF L.A.	Registered September 25, 2007	RN:3,300,201	25	Cave Springs, Inc.
US Federal	SUPER STRETCH Disclaimer: "STRETCH"	Registered April 15, 2008	RN:3,413,558	25	Cave Springs, Inc.
US Federal	SUPER STRETCH Disclaimer: "STRETCH"	Allowed Filed: March 5, 2010	SN:77-951558	25	Cave Springs, Inc.
US Federal	THE TUMMY SASH Disclaimer: "TUMMY"	Registered August 25, 2009	RN:3,671,512	25	Cave Springs, Inc.
US Federal	THE TUMMY SLEEVE Disclaimer: "TUMMY"	Registered August 25, 2009	RN:3,671,511	25	Cave Springs, Inc.
US Federal	THE TUMMY TUBE Disclaimer: "TUMMY"	Registered August 25, 2009	RN:3,671,510	25	Cave Springs, Inc.
US Federal	THE ULTIMATE MATERNITY EXPERIENCE DESTINATION MATERNITY YOUR SUPERSTORE and Design Disclaimer: "MATERNITY AS TO CLASSES 25 AND 35, AND YOUR SUPERSTORE AS TO CLASS 35"	Registered August 7, 2007	RN:3,275,293	35, 41, 44	Cave Springs, Inc.

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US Federal	TWO HEARTS	Registered July 18, 2006	RN:3,117,924	25, 35	Cave Springs, Inc.
US Federal	TWO HEARTS	Allowed Filed: June 21, 2011	SN:85351648	25	Cave Springs, Inc.
US Federal	TWO HEARTS	Allowed Filed: May 14, 2009	SN:77-737314	2, 3, 5, 9, 11, 12, 14, 16, 18, 19, 20, 24, 25, 27, 28	Cave Springs, Inc.
US Federal	TWO HEARTS NURSING Disclaimer: "NURSING"	Allowed Filed: June 22, 2009	SN:77-765142	35	Cave Springs, Inc.
US Federal	TWO HEARTS NURSING Disclaimer: "NURSING"	SOU Accepted January 26, 2012 Filed: June 22, 2009	SN:77-982789	25	Cave Springs, Inc.
US Federal	WE'VE GOT YOUR BELLY	Registered July 31, 2007	RN:3,272,369	35	Cave Springs, Inc.
US Federal	WHAT'S SHOWING IS YOUR STYLE	Registered November 14, 2005	RN:1,935,763	25, 42	Cave Springs, Inc.
US Federal	WHERE EXPECTANT MOMS CAN EXPECT IT ALL	Pending Filed: April 13, 2012	AN: 85/597,495	25, 35, 41, 44	Cave Springs, Inc.
US Federal	WOMAN PROFILE DESIGN	Registered April 29, 2008	RN: 3419707	25, 35	Cave Springs, Inc.

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, CAVE SPRINGS, INC., a Delaware corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as administrative and collateral agent (in such capacity, the "Grantee"), a continuing security interest in (a) all of the Grantor's right, title and interest in, to and under to the United States trademarks (including service marks), slogans, logos, certification marks, trade dress, trade styles, uniform resource locations (URLs), domain names, corporate names and trade names, whether registered or unregistered, owned by or assigned to the Grantor and all registrations and applications for the foregoing (whether statutory or common law) (the "Marks") set forth on Schedule A attached hereto, (b) all rights and privileges arising under applicable law with respect to Grantor's use of any trademarks, tradenames, trade styles and service marks, (c) all reissues, continuations, extensions and renewals thereof, (d) all prints and labels on which such trademarks, tradenames, trade styles and service marks appear, have appeared or will appear, and all designs and general intangibles of a like nature, (e) the goodwill of the business symbolized by each of the Marks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing the Marks, (f) all present and future license and distribution agreements (subject to the rights of the licensors therein) pertaining to the Marks, (g) all income, fees, royalties, damages and payments now and hereafter due and/or payable thereunder and with respect thereto, including, without limitation, payments under all licenses at any time entered into in connection therewith, (h) all rights corresponding thereto throughout the world, (i) all rights to sue for past, present and future infringements thereof, (j) any and all other proceeds of any of the foregoing, including, without limitation, all damages and payments or claims by Grantor against third parties for past or future infringement of the Marks, and (k) all causes of action arising prior to or after the date hereof for unfair competition regarding any of the Marks.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of November 1, 2012 (as amended, modified, restated and/or supplemented from time to time, 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.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as  
of the 1st day of November 2012.

CAVE SPRINGS, INC., as Grantor

By:

Name: Judd P. Timauer

Title: Chief Financial Officer

Grant of Security Interest (Trademarks) - Cave Springs

TRADEMARK  
REEL: 004897 FRAME: 0121

WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Grantee

By: 

Name: Michele L. Ayou

Title: Authorized Signatory

Grant of Security Interest (Trademarks) - Cave Springs