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
Kids II, Inc.		12/10/2013	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Regions Bank, as Agent
Street Address:	1180 West Peachtree Street NW
Internal Address:	Suite 1000
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30309
Entity Type:	banking corporation: GEORGIA

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	2854316	BRIGHT INSPIRATIONS
Registration Number:	3365895	BRIGHT STARTS
Registration Number:	1804601	BRIGHT STARTS
Registration Number:	3398598	BRIGHT STARTS
Registration Number:	3849799	BRIGHT STARTS
Registration Number:	3789372	BRIGHT STARTS
Serial Number:	85387220	COMFORT & HARMONY BY BRIGHT STARTS
Registration Number:	4372985	HAVING A BALL
Serial Number:	85343327	INGENUITY
Registration Number:	4381354	INGENUITY
Registration Number:	3921980	INGENUITY COLLECTION
Serial Number:	85871337	INSTRIDE
Serial Number:	85871403	INTRUST

CH $765.00 2854316

Serial Number:	85871413	INVENTURE
Registration Number:	1870679	KIDS II
Registration Number:	1966267	KIDS II
Registration Number:	1861041	LITTLE DUCKIES
Registration Number:	4191780	MOMBO
Registration Number:	4423781	PLAY TO LEARN
Registration Number:	2796598	PLAY TO LEARN TOYS
Registration Number:	2701738	PLAY TO LEARN TOYS
Serial Number:	77960866	COMFORT & HARMONY COLLECTION
Serial Number:	85411552	PRETEND WITH ME
Serial Number:	85387239	SMOOTHGLIDE
Serial Number:	77960860	COMFORT & HARMONY
Serial Number:	85502060	FOR MOM AND BABY BOTH
Registration Number:	3087194	BRIGHT INSPIRATIONS
Serial Number:	86058025	JUST RIGHT HEIGHT
Serial Number:	86057996	GIGGLING GOURMET
Serial Number:	85907136	BINKABLES

CORRESPONDENCE DATA

Fax Number: 4045228409

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

Phone: 404-420-5527

Email: rjk@phrd.com

Correspondent Name: Rhonda J. Kenyeri, Paralegal

Address Line 1: 285 Peachtree Center Avenue

Address Line 4: Atlanta, GEORGIA 30303

ATTORNEY DOCKET NUMBER:	3717-238
NAME OF SUBMITTER:	Bobbi Accord
Signature:	/ba/
Date:	12/11/2013

Total Attachments: 5

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NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Pledge and Security Agreement dated as of December 10, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Regions Bank, as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications on Schedule 1 to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications on Schedule 1 hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Signatures appear on the following page.]

Very truly yours,

KIDS II, INC.

By: _____
Name: J. Dwaine Clarke
Title: Secretary

Acknowledged and Accepted:

REGIONS BANK, as Administrative Agent

By: _____
Name: **Donald E. Smith**
Title: Executive Vice President

Very truly yours,

KIDS II, INC.

By:_____
Name: **J. Dwaine Clarke**
Title: Secretary

Acknowledged and Accepted:

REGIONS BANK, as Administrative Agent

By:_____
Name: **Donald E. Smith**
Title: Executive Vice President

SCHEDULE 1
KIDS II - Trademarks

Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
BRIGHT INSPIRATIONS	76276735	6/26/2001	2854316	6/15/2004
BRIGHT STARTS	78963675	8/30/2006	3365895	1/8/2008
	74311810	9/8/1992	1804601	11/16/1993
BRIGHT STARTS (DESIGN)	78963662	8/30/2006	3398598	3/18/2008
	77920022	1/26/2010	3849799	9/21/2010
	77698706	3/2/2010	3789372	5/18/2010
COMFORT & HARMONY BY BRIGHT STARTS	85387220	8/2/2011		
HAVING A BALL	85322041	5/16/2011	4372985	7/23/2013
INGENUITY	85343327	6/10/2011		
	85979554	6/10/2011	4381354	8/6/2013
INGENUITY COLLECTION (DESIGN)	77939551	2/19/2010	3921980	2/22/2011
INSTRIDE	85871337	3/8/2013		
INTRUST	85871403	3/8/2013		
INVENTURE	85871413	3/8/2013		
KIDS II	74399322	6/3/1993	1870679	12/27/1994
KIDS II (DESIGN)	74564600	8/23/1994	1966267	4/9/1996
LITTLE DUCKIES	74412018	7/9/1993	1861041	1/1/1994
MOMBO	85/349,147	6/17/2011	4191780	8/14/2012
PLAY TO LEARN	85484518	12/1/2011	4423781	10/29/2013
PLAY TO LEARN TOYS	76240119	4/12/2001	2796598	12/23/2003
	76163903	11/13/2000	2701738	4/1/2003
COMFORT & HARMONY COLLECTION (DESIGN)	77960866	3/17/2010		

PRETEND WITH ME	85411552	8/31/2011		
SMOOTHGLIDE	85387239	8/2/2011		
COMFORT & HARMONY	77960860	3/17/2010		
FOR MOM AND BABY BOTH	85502060	12/22/2011		
BRIGHT INSPIRATIONS	78422143	5/20/2004	3087194	5/2/2006
JUST RIGHT HEIGHT	86058025	9/6/2013		
GIGGLING GOURMENT	86057996	9/6/2013		
BINKABLES	85907136	4/17/2013		