

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM391886

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST
<b>RESUBMIT DOCUMENT ID:</b>	900358857

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Cave Springs, Inc.		03/25/2016	Corporation:

**RECEIVING PARTY DATA**

<b>Name:</b>	Wells Fargo Bank, National Association
<b>Street Address:</b>	One Boston Place, 19th Floor
<b>City:</b>	Boston
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02108
<b>Entity Type:</b>	National Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 55**

Property Type	Number	Word Mark
<b>Registration Number:</b>	4892189	40 WEEKS OF CHIC
<b>Registration Number:</b>	1432037	A PEA IN THE POD
<b>Registration Number:</b>	1427963	A PEA IN THE POD
<b>Registration Number:</b>	3768280	A PEA IN THE POD COLLECTION
<b>Serial Number:</b>	86412897	A PEA IN THE POD BOUNCEBACK COLLECTION
<b>Registration Number:</b>	4183420	A PEA IN THE POD
<b>Registration Number:</b>	4717215	BUMPSTART BY MOTHERHOOD MATERNITY
<b>Registration Number:</b>	4846508	BUMPSTART BY MOTHERHOOD MATERNITY
<b>Registration Number:</b>	4495364	DM
<b>Registration Number:</b>	3604336	DESTINATION MATERNITY
<b>Registration Number:</b>	3249749	DESTINATION MATERNITY
<b>Registration Number:</b>	4186873	DESTINATION MATERNITY
<b>Serial Number:</b>	86693301	EDAMAME
<b>Serial Number:</b>	86693305	EDAMAME
<b>Registration Number:</b>	3462253	EDAMAME
<b>Registration Number:</b>	3637372	EDAMAME
<b>Registration Number:</b>	3637343	EDAMAME THE MATERNITY SPA
<b>Registration Number:</b>	3637373	EDAMAME THE MATERNITY SPA

TRADEMARK

<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
<b>Registration Number:</b>	3756240	FUTURETRUST BANKING CENTER
<b>Registration Number:</b>	4364934	KICKING 24-7
<b>Registration Number:</b>	4577471	M
<b>Registration Number:</b>	4577472	M
<b>Registration Number:</b>	4618581	M MOTHERHOOD MATERNITY
<b>Registration Number:</b>	4614984	M MOTHERHOOD MATERNITY
<b>Registration Number:</b>	4918372	M MOTHERHOOD MATERNITY
<b>Registration Number:</b>	1585139	MATERNITY REDEFINED
<b>Registration Number:</b>	1583746	MATERNITY REDEFINED
<b>Registration Number:</b>	1959252	MATERNITY WORKS
<b>Registration Number:</b>	1055611	MOTHERHOOD
<b>Registration Number:</b>	3427980	MOTHERHOOD
<b>Registration Number:</b>	3822369	MOTHERHOOD
<b>Registration Number:</b>	3811476	MOTHERHOOD
<b>Registration Number:</b>	4179510	MOTHERHOOD
<b>Registration Number:</b>	4899764	MOTHERHOOD
<b>Registration Number:</b>	1898334	MOTHERHOOD MATERNITY
<b>Registration Number:</b>	3574541	MOTHERHOOD MATERNITY
<b>Registration Number:</b>	1900180	MOTHERHOOD MATERNITY OUTLET
<b>Registration Number:</b>	3959445	OH BABY! BY MOTHERHOOD
<b>Registration Number:</b>	3542118	OH BABY! BY MOTHERHOOD
<b>Registration Number:</b>	4050524	ONYX MATERNITY BY DESTINATION MATERNITY
<b>Registration Number:</b>	4050525	ONYX MATERNITY BY DESTINATION MATERNITY
<b>Registration Number:</b>	1974394	REAL TIME RETAILING
<b>Registration Number:</b>	3953227	SECRET FIT
<b>Registration Number:</b>	3617464	SECRET FIT BELLY
<b>Registration Number:</b>	3737564	SECRET FIT NURSING CAMI
<b>Registration Number:</b>	3737562	SECRET FIT SHAPING PANTY
<b>Registration Number:</b>	3413558	SUPER STRETCH
<b>Registration Number:</b>	4009610	TEES FOR TWO ACTIVEWEAR
<b>Registration Number:</b>	3671512	THE TUMMY SASH
<b>Registration Number:</b>	3671511	THE TUMMY SLEEVE
<b>Registration Number:</b>	3671510	THE TUMMY TUBE
<b>Registration Number:</b>	3117924	TWO HEARTS
<b>Registration Number:</b>	4593494	TWO HEARTS MATERNITY BY DESTINATION MATE
<b>Registration Number:</b>	4106127	TWO HEARTS NURSING
<b>Registration Number:</b>	1935763	WHAT'S SHOWING IS YOUR STYLE

**CORRESPONDENCE DATA****Fax Number:** 6178970928*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.***Phone:** 6173106088**Email:** manningt@gtlaw.com**Correspondent Name:** Timonthy P. Manning**Address Line 1:** Greenberg Traurig, LLP**Address Line 2:** One International Place**Address Line 4:** Boston, MASSACHUSETTS 02110

<b>ATTORNEY DOCKET NUMBER:</b>	127351-011300
<b>NAME OF SUBMITTER:</b>	Timothy P. Manning
<b>SIGNATURE:</b>	/Timothy P. Manning/
<b>DATE SIGNED:</b>	07/19/2016

**Total Attachments: 9**

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**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 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 March 25, 2016 (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 \_\_\_ day of March, 2016.


CAVE SPRINGS, INC.,  
as Grantor

Destination Maternity Corporation  
Legal Department  
Approved: MB

By: [Signature]  
Name: Judd P. Timauer  
Title: EVP & Chief Financial Officer

Grant of Security Interest in Trademarks (Cave Springs, Inc.)

WELLS FARGO BANK, NATIONAL ASSOCIATION,  
as Administrative Agent  
as Grantee

By:   
Name Wai Yim Cheng  
Title Authorized signatory

Grant of Security Interest in Trademarks (Cave Springs, Inc.)

**Schedule A**

United States Trademarks

<b>Jurisdiction</b>	<b>Trademark</b>	<b>Status</b>	<b>Ser./Reg. No.</b>	<b>Int'l Class</b>	<b>Owner</b>
US Federal	40 WEEKS OF CHIC	Registered: January 26, 2016	RN: 4892189	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 COLLECTION Disclaimer: "COLLECTION"	Registered March 30, 2010	RN: 3,768,280	25, 35	Cave Springs, Inc.
US Federal	A PEA IN THE POD BOUNCEBACK COLLECTION	Allowed Filed October 02, 2014	AN: 86/412,897	25	Cave Springs, Inc.
US Federal	A PEA IN THE POD	Registered July 31, 2012	RN: 4183420	35	Cave Springs, Inc.
US Federal	BUMPSTART BY MOTHERHOOD MATERNITY	Registered R: 07 Apr 2015	RN: 4,717,215	25	Cave Springs, Inc.
US Federal	BUMPSTART BY MOTHERHOOD MATERNITY & Design	Registered R: 03 Nov 2015	RN: 4,846,508	25	Cave Springs, Inc.
US Federal	DM & Design	Registered March 11, 2014	RN: 4,495,364	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 Stylized (in color)	Registered August 7, 2012	RN: 4,186,873	35	Cave Springs, Inc.
US Federal	EDAMAME	Pending F: 15 Jul 2015	AN: 86/693,301	25	Cave Springs, Inc.
US Federal	EDAMAME	Pending F: 15 Jul 2015	AN: 86/693,305	35	Cave Springs, Inc.
US Federal	EDAMAME	Registered July 8, 2008	RN: 3,462,253	35, 44	Cave Springs, Inc.
US Federal	EDAMAME (Stylized)	Registered June 16, 2009	RN: 3,637,372	35, 44	Cave Springs, Inc.
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	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	Registered July 9, 2013	RN: 4364934	25	Cave Springs, Inc.
US Federal	M (stylized & design)	Registered R: 29 Jul 2014	RN: 4,577,471	25	Cave Springs, Inc.
US Federal	M (stylized & design)	Registered R: 29 Jul 2014	RN: 4,577,472	35	Cave Springs, Inc.



US Federal	M MOTHERHOOD MATERNITY (stylized & design)	Registered R: 07 Oct 2014	RN: 4,618,581	35	Cave Springs, Inc.
US Federal	M MOTHERHOOD MATERNITY (stylized & design)	Registered R: 30 Sep 2014	RN: 4,614,984	25	Cave Springs, Inc.
US Federal	M MOTHERHOOD MATERNITY & Design	Registered May 28, 2013	RN: 4918372	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.
US Federal	MATERNITY WORKS Disclaimer: "MATERNITY"	Registered February 27, 1996	RN: 1,959,252	25, 42	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	Registered June 29, 2010	RN: 3,811,476	28	Cave Springs, Inc.
US Federal	MOTHERHOOD	Registered July 24, 2012	RN: 4179510	35	Cave Springs, Inc.

US Federal	MOTHERHOOD	Registered February 16, 2016	RN: 4899764	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	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: 85-127387 RN: 4,050,524	25	Cave Springs, Inc.
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, 2006	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	SUPER STRETCH Disclaimer: "STRETCH"	Registered April 15, 2008	RN: 3,413,558	25	Cave Springs, Inc.
US Federal	TEES FOR TWO ACTIVEWEAR	Registered R: 09 Aug 2011	RN: 4,009,610	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	TWO HEARTS	Registered July 18, 2006	RN: 3,117,924	25, 35	Cave Springs, Inc.
US Federal	TWO HEARTS MATERNITY BY DESTINATION MATERNITY & Design	Registered R: 26 Aug 2014	RN: 4,593,494	25	Cave Springs, Inc.

US Federal	TWO HEARTS NURSING Disclaimer: "NURSING"	Registered R: 28 Feb 2012	RN: 4,106,127	25	Cave Springs, Inc.
US Federal	WHAT'S SHOWING IS YOUR STYLE	Registered November 14, 2005	RN: 1,935,763	25, 42	Cave Springs, Inc.

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RECORDED: 07/19/2016

TRADEMARK  
REEL: 005828 FRAME: 0412