

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM391623

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Acknowledgment of Release of Security Interests in United States Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Collateral Agent		07/15/2016	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Gym-Mark, Inc.
Street Address:	500 Howard Street
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	Corporation: CALIFORNIA

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2901157	
Registration Number:	2845604	
Registration Number:	1950164	BUBBLEOODLES
Registration Number:	3230755	GROWING YOUNG MINDS
Registration Number:	1442236	GYMBO
Registration Number:	1247804	GYMBO
Registration Number:	2322435	GYMBOREE ON THE GO
Registration Number:	3049256	GYMBOREE PLAY & MUSIC
Registration Number:	3020189	GYMBOREE PLAY & MUSIC
Registration Number:	3023327	GYMBOREE PLAY & MUSIC
Registration Number:	3034780	GYMBOREE PLAY & MUSIC
Registration Number:	1829987	GYMKIDS
Registration Number:	1751612	PLAYGYM
Registration Number:	4043412	GYMBOREE PLAY & MUSIC

CORRESPONDENCE DATA

Fax Number: 6173417701

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.

TRADEMARK

Phone: 617-951-8132
Email: linda.salera@morganlewis.com
Correspondent Name: Linda A. Salera
Address Line 1: One Federal Street
Address Line 2: c/o Morgan, Lewis & Bockius LLP
Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Linda A. Salera
SIGNATURE:	/Linda A. Salera/
DATE SIGNED:	07/15/2016

Total Attachments: 5
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**ACKNOWLEDGEMENT OF RELEASE OF SECURITY INTERESTS IN
UNITED STATES TRADEMARKS**

July 15, 2016

BANK OF AMERICA, N.A., as Collateral Agent, with offices at 100 Federal Street, Boston, MA 02110 (the “Grantee”), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in reliance on that certain Officer’s Certificate, dated as of July 15, 2016, hereby releases and discharges its security interest in: (i) all of its right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications of Gym-Mark, Inc., a California corporation (the “Grantor”) set forth on Schedule A and Schedule B attached hereto (collectively, the “Specified Marks”), (ii) all Proceeds (as such term is defined in that certain Security Agreement, dated November 23, 2010 by and among, among others, the Grantor and the Grantee) and products of the Specified Marks, (iii) the goodwill of the businesses with which the Specified Marks are associated and (iv) all causes of action for infringement, or dilution of, or other injury to, any of the Specified Marks or unfair competition regarding the same (the “Security Interest”).

The Security Interest in the Specified Marks was recorded in the U.S. Patent and Trademark Office: (i) with respect to the Specified Marks set forth on Schedule A, on that Grant of Security Interest in United States Trademarks, dated November 23, 2010 (the “2010 Grant”) and recorded on November 23, 2010, at Reel 4409, Frame 0537 and (ii) with respect to the Specified Marks set forth on Schedule B, pursuant to that Grant of Security Interest in United States Trademarks, dated September 26, 2011 and recorded on October 6, 2011, at Reel 4637, Frame 0154. For the avoidance of doubt, the 2010 Grant remains in full force and effect, except with respect to the Specified Marks.








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IN WITNESS WHEREOF, the undersigned has duly executed this Acknowledgment as of the date first set forth above.

**BANK OF AMERICA, N.A., as
Collateral Agent and Grantee**

By: 
Name: Roger Malouf
Title: Director

SCHEDULE A

Trademark	Reg. No.	Reg. Date
 Design Only	2901157	9-Nov-04
 Design Only	2845604	25-May-04
BUBBLEOODLES	1950164	23-Jan-96
 GROWING YOUNG MINDS	3230755	17-Apr-07
GYMBO	1442236	9-Jun-87
GYMBO	1247804	9-Aug-83
GYMBOREE ON THE GO	2322435	22-Feb-00
 GYMBOREE PLAY & MUSIC	3049256	24-Jan-06
 GYMBOREE PLAY & MUSIC	3020189	29-Nov-05
 GYMBOREE PLAY & MUSIC	3023327	6-Dec-05
 GYMBOREE PLAY & MUSIC	3034780	27-Dec-05

Trademark	Reg. No.	Reg. Date
GYMKIDS	1829987	5-Apr-94
PLAYGYM	1751612	9-Feb-93

SCHEDULE B

Trademark	Reg. No.	Reg. Date
GYMBOREE PLAY & MUSIC GYMBOREE PLAY & MUSIC	4043412	18-Oct-11