

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM445206

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Collateral Agent and Grantee		09/29/2017	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Gym-Mark, Inc.		
Street Address:	71 Stevenson Street		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94105		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 75			
Property Type	Number	Word Mark	
Registration Number:	3207989	1 2 3 4 5 6 7	
Registration Number:	3445837	BABY 8	
Registration Number:	1950164	BUBBLEOODLES	
Registration Number:	3445768	CRAZY 8	
Registration Number:	3485537	CRAZY 8	
Registration Number:	3850348	CRAZY 8	
Registration Number:	1880153		
Registration Number:	2901157		
Registration Number:	2845604		
Registration Number:	2838856	G	
Registration Number:	2813672	G	
Registration Number:	3230755	GROWING YOUNG MINDS	
Registration Number:	2836676	GYMARTS	
Registration Number:	1748641	GYMBELLE	
Registration Number:	1442236	GYMBO	
Registration Number:	1247804	GYMBO	
Registration Number:	1861860	GYMBOREE	
Registration Number:	1698109	GYMBOREE	
Registration Number:	1436305	GYMBOREE	
TRADEMARK			

OP \$1890.00 3207989

Property Type	Number	Word Mark
Registration Number:	1181447	GYMBOREE
Registration Number:	3733995	GYMBOREE
Registration Number:	3355511	GYMBOREE
Registration Number:	2728955	GYMBOREE
Registration Number:	2423981	GYMBOREE
Registration Number:	1773855	GYMBOREE GYMCLUB
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:	3202661	GYMBOREE YOU AND ME
Registration Number:	2877717	GYMUCKS
Registration Number:	1819257	GYMCLUB
Registration Number:	1829987	GYMKIDS
Registration Number:	3356005	GYMMIES
Registration Number:	3183241	GYMMIES
Registration Number:	3499614	GYM TV
Registration Number:	3074805	JANEVILLE
Registration Number:	2972545	JANEVILLE
Registration Number:	2820254	JANIE AND JACK
Registration Number:	3856716	JANIE AND JACK
Registration Number:	3856717	JANIE AND JACK
Registration Number:	2820371	JANIE AND JACK
Registration Number:	3171603	JINGLE DEALS
Registration Number:	3493610	LIFE IS CRAZY...8 DAYS A WEEK
Registration Number:	1964409	MATCHMATICS
Registration Number:	1751612	PLAYGYM
Registration Number:	2930023	PRECIOUS LITTLE BABY THINGS
Registration Number:	3355446	UNIQUE FROM HEAD TO TOE
Serial Number:	77948811	JANIE AND JACK
Serial Number:	77948796	JANIE AND JACK
Serial Number:	77948807	JANIE AND JACK
Serial Number:	77947711	JANIE AND JACK
Serial Number:	85222054	GYMBOREE PLAY & MUSIC
Registration Number:	3921175	SHADE
Registration Number:	3306515	SHADE CLOTHING
Serial Number:	86360721	KIDS + LIFE = CRAZY 8 DAYS A WEEK

Property Type	Number	Word Mark
Registration Number:	4682560	OFFICIAL SPONSOR OF CHILDHOOD
Registration Number:	4672480	THE BEST TIME TO BE A KID
Registration Number:	4180921	HOPE&HOWARD
Serial Number:	86739680	ONE BIG HAPPY
Serial Number:	86781194	GYMGO
Serial Number:	86781202	GYMGO
Serial Number:	86781208	GYMGO
Serial Number:	86781212	GYMGO
Serial Number:	86781218	
Serial Number:	86781223	
Serial Number:	86533801	HOP 'N' ROLL
Serial Number:	87173020	GYMGO
Serial Number:	87173021	GYMGO
Serial Number:	87173022	GYMGO
Serial Number:	87173024	GYMGO
Serial Number:	87173026	
Serial Number:	87173027	
Serial Number:	87349134	GYMBOREE

CORRESPONDENCE DATA

Fax Number: 4045725100

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: 4045723408

Email: mramic@kslaw.com

Correspondent Name: Mia Ramic King and Spalding

Address Line 1: 1180 Peachtree Street NE

Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	22978.233006
NAME OF SUBMITTER:	/s/ Mia Ramic
SIGNATURE:	/s/ Mia Ramic
DATE SIGNED:	09/29/2017

Total Attachments: 14

source=ABL -Trademark Release (2)#page1.tif
source=ABL -Trademark Release (2)#page2.tif
source=ABL -Trademark Release (2)#page3.tif
source=ABL -Trademark Release (2)#page4.tif
source=ABL -Trademark Release (2)#page5.tif
source=ABL -Trademark Release (2)#page6.tif
source=ABL -Trademark Release (2)#page7.tif

source=ABL -Trademark Release (2)#page8.tif
source=ABL -Trademark Release (2)#page9.tif
source=ABL -Trademark Release (2)#page10.tif
source=ABL -Trademark Release (2)#page11.tif
source=ABL -Trademark Release (2)#page12.tif
source=ABL -Trademark Release (2)#page13.tif
source=ABL -Trademark Release (2)#page14.tif

TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS** (this "Termination"), dated as of September 29, 2017, is made by Bank of America, N.A., as collateral agent (in such capacity, the "Grantee"), in favor of Gym-Mark, Inc., a California corporation, (the "Grantor"). Unless otherwise defined herein or the context otherwise requires, terms used in this Termination shall have the meanings assigned to such terms in the Security Agreement (as defined below). Notwithstanding the foregoing, for the purposes of this Termination, "Marks" shall have the meaning assigned to such term in each of the Trademark Grants (as defined below) and shall include, without limitation, those United States Trademarks and Trademark Applications listed on Schedule 1 attached hereto.

WHEREAS, Grantor and the Grantee entered into (i) that certain Grant of Security Interest in United States Trademarks, dated as of November 23, 2010, recorded at Reel 4409, Frame 0537 in the United States Patent and Trademark Office (the "USPTO") on November 23, 2010, (ii) that certain Grant of Security Interest in United States Trademarks, dated as of September 26, 2011, recorded at Reel 4637, Frame 0154 in the USPTO on October 6, 2011 (iii) that certain Grant of Security Interest in United States Trademarks, dated as of March 30, 2012, recorded at Reel 4758, Frame 0842 in the USPTO on May 2, 2012, (iv) that certain Grant of Security Interest in United States Trademarks, dated as of March 11, 2015, recorded at Reel 5481, Frame 0225 in the USPTO on March 18, 2015, (v) that certain Grant of Security Interest in United States Trademarks, dated as of November 30, 2015, recorded at Reel 5688, Frame 0935 in the USPTO on December 14, 2015, (vi) that certain Grant of Security Interest in United States Trademarks, dated as of April 22, 2016, recorded at Reel 5776, Frame 0611 in the USPTO on April 22, 2016, and (vii) that certain Grant of Security Interest in United States Trademarks, dated as of April 11, 2017, recorded at Reel 6031, Frame 0561 in the USPTO on April 11, 2017 (collectively, the "Trademark Grants")

WHEREAS, pursuant to (i) that certain Security Agreement, dated as of November 23, 2010 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"), among the Grantor, the other Grantors from time to time party thereto and the Grantee and (ii) the Trademark Grants, the Grantor pledged and granted to the Grantee a security interest in and continuing lien on all of the Grantor's right, title and interest in, to and under the Marks;

WHEREAS, the Grantee has agreed to terminate, release and discharge its security interest and lien on all of the Marks.

NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all obligations, indebtedness and liabilities of the Grantor secured by the Marks pursuant to the Trademark Grants, the receipt and sufficiency of which are hereby acknowledged, the Grantee hereby agrees as follows:

1. The Grantee hereby terminates, releases and discharges all of its mortgages, liens, and security interests in all of the Grantor's right, title and interest in, to and under the Marks and hereby reassigns any and all such right, title and interest (if any) that the Grantee may have in the Marks to the Grantor.

2. The Grantee authorizes and requests that the United States Commissioner of Patents and Trademarks and any other applicable officer in any successor office or any similar office in any other country record this Termination.

3. THIS TERMINATION AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS TERMINATION SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES THAT WOULD REQUIRE THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION.

[Remainder of page intentionally blank]

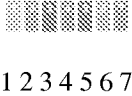





BANK OF AMERICA, N.A.,
as Collateral Agent and Grantee

By: 
Name: Richard D. Hill, Jr.
Title: Managing Director


SCHEDULE 1

Attached.

Schedule A
Trademark Registrations

Owner	Trademark	Reg. No.	Reg. Date
Gym-Mark, Inc.		3207989	13-Feb-07
Gym-Mark, Inc.	BABY 8 BABY 8	3445837	10-Jun-08
Gym-Mark, Inc.	BUBBLEOODLES	1950164	23-Jan-96
Gym-Mark, Inc.	CRAZY 8 CRAZY 8	3445768	10-Jun-08
Gym-Mark, Inc.	CRAZY 8 CRAZY 8	3485537	12-Aug-08
Gym-Mark, Inc.	CRAZY 8 CRAZY 8	3850348	21-Sep-10
Gym-Mark, Inc.	 Design Only	1880153	21-Feb-95
Gym-Mark, Inc.	 Design Only	2901157	9-Nov-04
Gym-Mark, Inc.	 Design Only	2845604	25-May-04
Gym-Mark, Inc.	 G	2838856	4-May-04
Gym-Mark, Inc.	 G	2813672	10-Feb-04

Owner	Trademark	Reg. No.	Reg. Date
Gym-Mark, Inc.	GROWING YOUNG MINDS GROWING YOUNG MINDS	3230755	17-Apr-07
Gym-Mark, Inc.	GYMARTS	2836676	27-Apr-04
Gym-Mark, Inc.	GYMBELLE	1748641	26-Jan-93
Gym-Mark, Inc.	GYMBO	1442236	9-Jun-87
Gym-Mark, Inc.	GYMBO	1247804	9-Aug-83
Gym-Mark, Inc.	GYMBOREE	1861860	8-Nov-94
Gym-Mark, Inc.	GYMBOREE	1698109	30-Jun-92
Gym-Mark, Inc.	GYMBOREE	1436305	14-Apr-87
Gym-Mark, Inc.	GYMBOREE	1181447	8-Dec-81
Gym-Mark, Inc.	GYMBOREE GYMBOREE	3733995	5-Jan-10
Gym-Mark, Inc.	GYMBOREE GYMBOREE	3355511	18-Dec-07
Gym-Mark, Inc.	GYMBOREE	2728955	24-Jun-03
Gym-Mark, Inc.	GYMBOREE	2423981	23-Jan-01
Gym-Mark, Inc.	GYMBOREE GYMCLUB	1773855	25-May-93
Gym-Mark, Inc.	GYMBOREE ON THE GO	2322435	22-Feb-00
Gym-Mark, Inc.	GYMBOREE PLAY & MUSIC GYMBOREE PLAY & MUSIC	3049256	24-Jan-06
Gym-Mark, Inc.	GYMBOREE PLAY & MUSIC GYMBOREE PLAY & MUSIC	3020189	29-Nov-05
Gym-Mark, Inc.	GYMBOREE PLAY & MUSIC GYMBOREE PLAY & MUSIC	3023327	6-Dec-05
Gym-Mark, Inc.	GYMBOREE PLAY & MUSIC GYMBOREE PLAY & MUSIC	3034780	27-Dec-05
Gym-Mark, Inc.	GYMBOREE YOU AND ME GYMBOREE YOU AND ME	3202661	23-Jan-07
Gym-Mark, Inc.	GYMUCKS	2877717	24-Aug-04
Gym-Mark, Inc.	GYMCLUB	1819257	1-Feb-94
Gym-Mark, Inc.	GYMKIDS	1829987	5-Apr-94

Owner	Trademark	Reg. No.	Reg. Date
Gym-Mark, Inc.	GYMMIES GYMMIES	3356005	18-Dec-07
Gym-Mark, Inc.	GYMMIES GYMMIES	3183241	12-Dec-06
Gym-Mark, Inc.	GYM TV GYM TV	3499614	9-Sep-08
Gym-Mark, Inc.	 JANEVILLE	3074805	28-Mar-06
Gym-Mark, Inc.	JANEVILLE	2972545	19-Jul-05
Gym-Mark, Inc.	JANIE AND JACK	2820254	2-Mar-04
Gym-Mark, Inc.	JANIE AND JACK JANIE AND JACK	3856716	5-Oct-10
Gym-Mark, Inc.	JANIE AND JACK JANIE AND JACK	3856717	5-Oct-10
Gym-Mark, Inc.	JANIE AND JACK	2820371	2-Mar-04
Gym-Mark, Inc.	JINGLE DEALS JINGLE DEALS	3171603	14-Nov-06
Gym-Mark, Inc.	LIFE IS CRAZY... 8 DAYS A WEEK LIFE IS CRAZY...8 DAYS A WEEK	3493610	26-Aug-08
Gym-Mark, Inc.	MATCHMATICS	1964409	26-Mar-96
Gym-Mark, Inc.	PLAYGYM	1751612	9-Feb-93
Gym-Mark, Inc.	PRECIOUS LITTLE BABY THINGS	2930023	8-Mar-05
Gym-Mark, Inc.	UNIQUE FROM HEAD TO TOE UNIQUE FROM HEAD TO TOE	3355446	18-Dec-07


Schedule A
Trademark Applications

Applicant	Trademark	App. Number	App. Date
Gym-Mark, Inc.	JANIE AND JACK JANIE AND JACK	77948811	2-Mar-10
Gym-Mark, Inc.	JANIE AND JACK JANIE AND JACK	77948796	2-Mar-10
Gym-Mark, Inc.	JANIE AND JACK JANIE AND JACK	77948807	2-Mar-10
Gym-Mark, Inc.	JANIE AND JACK JANIE AND JACK	77947711	1-Mar-10

SCHEDULE A

<u>MARK</u>	<u>APPL. NO.</u>	<u>FILING DATE</u>
GYMBOREE PLAY & MUSIC	85/222,054	January 20, 2011

SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
SHADE	3,921,175	2/15/2011
SHADE CLOTHING and Design 	3,306,515	10/9/2007

SCHEDULE A





MARK	SERIAL / REG. NO.	APP. / REG. DATE
KIDS + LIFE = CRAZY 8 DAYS A WEEK	86360721	8/7/2014
OFFICIAL SPONSORS OF CHILDHOOD	4682560	2/3/2015
THE BEST TIME TO BE A KID	4672480	1/13/2015
HOPE & HOWARD	4180921	7/24/2012

48782218_1

TABLE OF CONTENTS
(continued)

Page



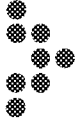
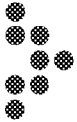
SCHEDULE A

MARK	SERIAL NO.	FILING DATE
ONE BIG HAPPY	86/739,680	8/27/2015
GYMGO	86/781,194	10/7/2015
GYMGO	86/781,202	10/7/2015
GYMGO & Dots Design 	86/781,208	10/7/2015
GYMGO & Dots Design 	86/781,212	10/7/2015
Dots Design 	86/781,218	10/7/2015
Dots Design 	86/781,223	10/7/2015

SCHEDULE A

MARK	SERIAL / REG. NO.	APP. / REG. DATE
HOP 'N' ROLL	App # 86/533,801 Reg # 4817478	02/12/2015 09/22/2015

SCHEDULE A

<u>MARK</u>	<u>APP. FILING DATE</u>	<u>APP. SER. NO.</u>
GYMGO	September 15, 2016	87/173,020
GYMGO	September 15, 2016	87/173,021
	September 15, 2016	87/173,022
	September 15, 2016	87/173,024
	September 15, 2016	87/173,026
	September 15, 2016	87/173,027
GYMBOREE	February 24, 2017	87/349,134