

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM445313

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
GYM-MARK, INC.		09/29/2017	Corporation: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent and Grantee		
<b>Street Address:</b>	100 Federal Street		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02110		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 36</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87349134	GYMBOREE	
<b>Serial Number:</b>	87173027		
<b>Serial Number:</b>	87173024	GYMGO	
<b>Serial Number:</b>	87173021	GYMGO	
<b>Serial Number:</b>	87173026		
<b>Serial Number:</b>	87173022	GYMGO	
<b>Serial Number:</b>	87173020	GYMGO	
<b>Serial Number:</b>	86739680	ONE BIG HAPPY	
<b>Serial Number:</b>	86533801	HOP 'N' ROLL	
<b>Serial Number:</b>	86360721	KIDS + LIFE = CRAZY 8 DAYS A WEEK	
<b>Serial Number:</b>	85976817	HOPE&HOWARD	
<b>Serial Number:</b>	85952606	THE BEST TIME TO BE A KID	
<b>Serial Number:</b>	85931806	OFFICIAL SPONSOR OF CHILDHOOD	
<b>Serial Number:</b>	78805433	JINGLE DEALS	
<b>Serial Number:</b>	78306647	GYMBUCKS	
<b>Serial Number:</b>	77948807	JANIE AND JACK	
<b>Serial Number:</b>	77948796	JANIE AND JACK	
<b>Serial Number:</b>	77948818	JANIE AND JACK	
<b>Serial Number:</b>	77948811	JANIE AND JACK	

OP \$915.00 87349134

Property Type	Number	Word Mark
Serial Number:	77948801	JANIE AND JACK
Serial Number:	77947711	JANIE AND JACK
Serial Number:	77751130	GYMBOREE
Serial Number:	77030278	CRAZY 8
Serial Number:	77097165	GYM TV
Serial Number:	77030303	CRAZY 8
Serial Number:	77184105	GYMMIES
Serial Number:	77143984	GYMBOREE
Serial Number:	77141708	UNIQUE FROM HEAD TO TOE
Serial Number:	77053989	BABY 8
Serial Number:	77030291	CRAZY 8
Serial Number:	76435091	GYMBOREE
Serial Number:	75643614	GYMBOREE
Serial Number:	74345068	GYMBOREE
Serial Number:	74161149	GYMBOREE
Serial Number:	73610611	GYMBOREE
Serial Number:	73239694	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

<b>ATTORNEY DOCKET NUMBER:</b>	22978.233006
<b>NAME OF SUBMITTER:</b>	/s/ Mia Ramic
<b>SIGNATURE:</b>	/s/ Mia Ramic
<b>DATE SIGNED:</b>	10/02/2017

**Total Attachments: 8**

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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, Gym-Mark, Inc., a California corporation (the "Grantor") with principal offices at 71 Stevenson Street, San Francisco, CA 94105, as of September 29, 2017, hereby grants to **BANK OF AMERICA, N.A.**, as Administrative Agent, with offices at 100 Federal Street, Boston, MA 02110 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, in each case together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.


**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 among the Grantor, the other Grantors from time to time party thereto and the Grantee, dated as of September 29, 2017 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under 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 of the day and year first above written.

**GYM-MARK, INC.**

By:   
Name: Daniel J. Griesemer  
Title: Chief Executive Officer

[Gymboree – Signature Page to Trademark Grant (ABL Facility)]

**TRADEMARK**  
**REEL: 006166 FRAME: 0591**

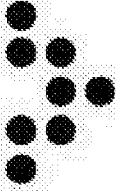

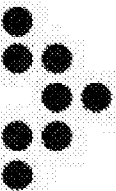

**BANK OF AMERICA, N.A.,**  
as Administrative Agent and Grantee

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

**SCHEDULE A**

See attached

TRADEMARKS

<i>TRADEMARK</i>	<i>OWNER</i>	<i>SERIAL NO./REG. NO.</i>	<i>FILING DATE/ REG. DATE</i>
<b>GYMBOREE</b>	Gym-Mark, Inc.	87349134 / 5285938	02/24/2017 / 09/12/2017
	Gym-Mark, Inc.	87173027	09/15/2016
<b>gymgo</b> 	Gym-Mark, Inc.	87173024 / 5231434	09/15/2016 / 06/27/2017
<b>GYMGO</b>	Gym-Mark, Inc.	87173021 / 5231433	09/15/2016 / 06/27/2017
	Gym-Mark, Inc.	87173026 / 5186367	09/15/2016 / 04/18/2017
<b>gymgo</b> 	Gym-Mark, Inc.	87173022 / 5186366	09/15/2016 / 04/18/2017
<b>GYMGO</b>	Gym-Mark, Inc.	87173020 / 5186365	09/15/2016 / 04/18/2017
<b>ONE BIG HAPPY</b>	Gym-Mark, Inc.	86739680 / 5096687	08/27/2015 / 12/06/2016

<i>TRADEMARK</i>	<i>OWNER</i>	<i>SERIAL NO./REG. NO.</i>	<i>FILING DATE/ REG. DATE</i>
HOP 'N' ROLL	Gym-Mark, Inc.	86533801 / 4817478	02/12/2015 / 09/22/2015
KIDS + LIFE = CRAZY 8 DAYS A WEEK	Gym-Mark, Inc.	86360721 / 4703755	08/07/2014 / 03/17/2015
HOPE&HOWARD	Gym-Mark, Inc.	85976817 / 4180921	04/22/2011 / 07/24/2012
THE BEST TIME TO BE A KID	Gym-Mark, Inc.	85952606 / 4672480	06/06/2013 / 01/13/5015
OFFICIAL SPONSOR OF CHILDHOOD	Gym-Mark, Inc..	85931806 / 4682560	05/14/2013 / 02/03/2015
JINGLE DEALS	Gym-Mark, Inc.	78805433 / 3171603	02/02/2006 / 11/14/2006
GYMBUCKS	Gym-Mark, Inc.	78306647 / 2877717	09/29/2003 / 08/24/2004
JANIE AND JACK	Gym-Mark, Inc.	77948807 / 3879035	03/02/2010 / 11/23/2010
JANIE AND JACK	Gym-Mark, Inc.	77948796 / 3879034	03/02/2010 / 11/23/2010
JANIE AND JACK	Gym-Mark, Inc.	77948818 / 3856717	03/02/2010 / 10/05/2010
JANIE AND JACK	Gym-Mark, Inc.	77948811 / 3876117	03/02/2010 / 11/16/2010
JANIE AND JACK	Gym-Mark, Inc.	77948801 / 3856716	03/02/2010 / 10/05/2010
JANIE AND JACK	Gym-Mark, Inc.	77947711 / 3856707	03/01/2010 / 10/05/2010



<i>TRADEMARK</i>	<i>OWNER</i>	<i>SERIAL NO./REG. NO.</i>	<i>FILING DATE/ REG. DATE</i>
<b>GYMBOREE</b>	Gym-Mark, Inc.	77751130 / 3733995	06/03/2009 / 01/05/2010
<b>CRAZY 8</b>	Gym-Mark, Inc.	77030278 / 3850348	10/26/2006 / 09/21/2010
<b>GYM TV</b>	Gym-Mark, Inc.	77097165 / 3499614	02/01/2007 / 09/09/2008
<b>CRAZY 8</b>	Gym-Mark, Inc.	77030303 / 3485537	10/26/2006 / 08/12/2008
<b>GYMMIES</b>	Gym-Mark, Inc.	77184105 / 3356005	05/17/2007 / 12/18/2007
<b>GYMBOREE</b>	Gym-Mark, Inc.	77143984 / 3355511	03/29/2007 / 12/18/2007
UNIQUE FROM HEAD TO TOE	Gym-Mark, Inc.	77141708 / 3355446	03/27/2007 / 12/18/2007
<b>BABY 8</b>	Gym-Mark, Inc.	77053989 / 3445837	11/30/2006 / 06/10/2008
<b>CRAZY 8</b>	Gym-Mark, Inc.	77030291 / 3445768	10/26/2006 / 06/10/2008
<b>GYMBOREE</b>	Gym-Mark, Inc.	76435091 / 2728955	07/24/2002 / 06/24/2003
<b>GYMBOREE</b>	Gym-Mark, Inc.	75643614 / 2423981	02/19/1999 / 01/23/2001
GYMBOREE	Gym-Mark, Inc.	74345068 / 1861860	01/04/1993 / 11/08/1994
GYMBOREE	Gym-Mark, Inc.	74161149 / 1698109	04/26/1991 / 06/30/1992
GYMBOREE	Gym-Mark, Inc.	73610611 / 1436305	07/21/1986 / 04/14/1987

<i>TRADEMARK</i>	<i>OWNER</i>	<i>SERIAL NO./REG. NO.</i>	<i>FILING DATE/ REG. DATE</i>
GYMBOREE	Gym-Mark, Inc.	73239694 / 1181447	11/19/1979 / 12/08/1981