

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM506572

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest in United States Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GYM-MARK, INC.		01/17/2019	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	SPECIAL SITUATIONS INVESTING GROUP, INC., as Collateral Agent and Grantee		
Street Address:	c/o Goldman, Sachs & Co.LLC, 200 West Street		
Internal Address:	Attn: Legal Department		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10282		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 41			
Property Type	Number	Word Mark	
Registration Number:	3445837	BABY 8	
Registration Number:	3445768	CRAZY 8	
Registration Number:	3485537	CRAZY 8	
Registration Number:	3850348	CRAZY 8	
Registration Number:	5186367		
Registration Number:	5314912		
Registration Number:	3499614	GYM TV	
Registration Number:	1861860	GYMBOREE	
Registration Number:	1698109	GYMBOREE	
Registration Number:	1436305	GYMBOREE	
Registration Number:	1181447	GYMBOREE	
Registration Number:	2423981	GYMBOREE	
Registration Number:	2728955	GYMBOREE	
Registration Number:	3355511	GYMBOREE	
Registration Number:	3733995	GYMBOREE	
Registration Number:	5285938	GYMBOREE	
Registration Number:	2877717	GYMUCKS	
Registration Number:	5186365	GYMGO	
TRADEMARK			

CH \$1040.00 3445837

Property Type	Number	Word Mark
Registration Number:	5186366	GYMGO
Registration Number:	5231433	GYMGO
Registration Number:	5231434	GYMGO
Registration Number:	3356005	GYMMIES
Registration Number:	4817478	HOP 'N' ROLL
Registration Number:	4180921	HOPE&HOWARD
Serial Number:	88044238	JACK
Serial Number:	87859152	JACK DENIM
Serial Number:	87859155	JACK DENIM BY JANIE AND JACK
Serial Number:	77947711	JANIE AND JACK
Serial Number:	77948801	JANIE AND JACK
Serial Number:	77948811	JANIE AND JACK
Serial Number:	77948818	JANIE AND JACK
Serial Number:	77948796	JANIE AND JACK
Serial Number:	77948807	JANIE AND JACK
Serial Number:	87791367	JANIE AND JACK
Serial Number:	87791365	JANIE AND JACK
Serial Number:	88085370	JANIE AND JACK SAN FRANCISCO
Serial Number:	78805433	JINGLE DEALS
Serial Number:	86360721	KIDS + LIFE = CRAZY 8 DAYS A WEEK
Serial Number:	85931806	OFFICIAL SPONSOR OF CHILDHOOD
Serial Number:	86739680	ONE BIG HAPPY
Serial Number:	85952606	THE BEST TIME TO BE A KID

CORRESPONDENCE DATA

Fax Number: 2125562222

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: 2127905315

Email: dnelson@kslaw.com

Correspondent Name: Danielle Nelson c/o King & Spalding LLP

Address Line 1: 1185 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER: 22978.230001

NAME OF SUBMITTER: Danielle Nelson

SIGNATURE: /s/ Danielle Nelson

DATE SIGNED: 01/18/2019

Total Attachments: 6

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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

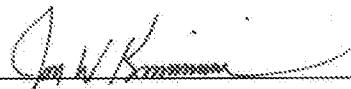
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, GYM-MARK, INC., a California corporation (the "Grantor"), hereby grants to SPECIAL SITUATIONS INVESTING GROUP, INC., as Collateral Agent (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (collectively, the "Marks") set forth on Schedule A attached hereto, (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 on, prior to or after the date hereof for infringement, or dilution of, or other injury to, any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the payment or performance, as the case may be, in full of the Secured Obligations, as such term is defined in the Superpriority Debtor-in-Possession Term Loan Security Agreement among the Grantor, the other assignors from time to time party thereto, each a debtor and debtor-in-possession under Chapter 11 of the Bankruptcy Code, and the Grantee, dated as of January 18, 2019 (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.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
17th day of JANUARY, 2019.

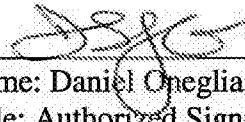
GYM-MARK, INC., Grantor

By: 
Name: _____
Title: Authorized Officer

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006529 FRAME: 0991

**SPECIAL SITUATIONS INVESTING GROUP,
INC., as Collateral Agent and Grantee**

By 
Name: Daniel Oneglia
Title: Authorized Signatory

Schedule A

Registration No.	Reg. Date	Serial No.	App. Dt.	Jurisdiction	Title	Owner	Status
		1421250	4/20/2011	AU	GYMBOREE	GYM-MARK, INC.	Active
		773961	9/23/1998	AU	GYMBOREE	GYM-MARK, INC.	Active
		704869	3/20/1996	AU	GYMBOREE	GYM-MARK, INC.	Active
		442909	3/27/1986	AU	GYMBOREE	GYM-MARK, INC.	Active
		1168595	3/27/2007	AU	CRAZY 8	GYM-MARK, INC.	Active
		1019544	9/8/2004	AU	JANIE AND JACK	GYM-MARK, INC.	Active
		1923152	10/2/2018	CA	JANIE AND JACK	GYM-MARK, INC.	Pending
		1922794	10/1/2018	CA	JACK DENIM	GYM-MARK, INC.	Pending
		1914152	8/9/2018	CA	JANIE AND JACK	GYM-MARK, INC.	Pending
		1764978	1/26/2016	CA	ONE BIG HAPPY	GYM-MARK, INC.	Active
		1690415	8/20/2014	CA	CRAZY EIGHT	GYM-MARK, INC.	Pending
		1690416	8/20/2014	CA	CRAZY 8	GYM-MARK, INC.	Pending
		1512567	1/25/2011	CA	GYMBOREE PLAY & MUSIC	GYM-MARK, INC.	Active
		1360240	8/20/2007	CA	UNIQUE FROM HEAD TO TOE	GYM-MARK, INC.	Active
		1358249	8/1/2007	CA	GYM TV	GYM-MARK, INC.	Active
		1229177	9/2/2004	CA	GYMBOREE YOU & ME	GYM-MARK, INC.	Active
		1227868	8/23/2004	CA	GYMBOREE PLAY & MUSIC	GYM-MARK, INC.	Active
		1146384	7/9/2002	CA	CRAZY 8'S	GYM-MARK, INC.	Active
		1123408	11/27/2001	CA	JANIE AND JACK	GYM-MARK, INC.	Active
		899983	12/11/1998	CA	GYMBOREE	GYM-MARK, INC.	Active
		844334	5/6/1997	CA	GYMBOREE	GYM-MARK, INC.	Active
		1210489	3/16/2004	CA	GYMBOUCKS	GYM-MARK, INC.	Active
		722639	2/12/1993	CA	GYMBOREE	GYM-MARK, INC.	Active
		1247162	3/22/2017	CL	GYMBOREE	GYM-MARK, INC.	Active
		1157012	6/2/2015	CL	GYMBOREE	GYM-MARK, INC.	Active
		11394368	12/4/2012	EU	GYMBOREE	GYM-MARK, INC.	Active
		10192301	8/11/2011	EU	GYMBOREE	GYM-MARK, INC.	Active
		5806294	4/3/2007	EU	CRAZY 8	GYM-MARK, INC.	Active
		3551942	11/24/2003	EU	g	GYM-MARK, INC.	Active
		2793248	7/30/2002	EU	GYMBOREE	GYM-MARK, INC.	Active
		2557148	1/31/2002	EU	JANIE AND JACK	GYM-MARK, INC.	Active
		2481471	11/28/2001	EU	JANIE AND JACK	GYM-MARK, INC.	Active
		2391506	9/27/2001	EU	GYMBOREE	GYM-MARK, INC.	Active
		908632	8/17/1998	EU	GYMBOREE	GYM-MARK, INC.	Active
		417378	12/31/1996	EU	GYMBOREE	GYM-MARK, INC.	Active
		JOT1127693	5/22/2016	JO	GYMBOREE PLAY & MUSIC	GYM-MARK, INC.	Active
		JOT1127695	5/22/2016	JO	GYMBOREE PLAY & MUSIC	GYM-MARK, INC.	Active
		JOT1107905	9/1/2013	JO	8 كرايزي ايت	GYM-MARK, INC.	Active
		JOT1107904	9/1/2013	JO	8 كرايزي ايت	GYM-MARK, INC.	Active
		JOT199737	5/15/2012	JO	CRAZY 8	GYM-MARK, INC.	Active
		JOT199736	5/15/2012	JO	CRAZY 8	GYM-MARK, INC.	Active
		JOT180777	7/21/2009	JO	JANIE AND JACK	GYM-MARK, INC.	Active
		JOT180776	7/21/2009	JO	JANIE AND JACK	GYM-MARK, INC.	Active
		JOT169936	4/24/2008	JO	GYMBOREE	GYM-MARK, INC.	Active
		JOT169937	4/24/2008	JO	GYMBOREE	GYM-MARK, INC.	Active
		J2T165391	10/15/2001	JO	GYMBOREE	GYM-MARK, INC.	Active
		J2T152022	10/5/1998	JO	GYMBOREE	GYM-MARK, INC.	Active
		119851522211	8/29/2014	MX	JANIE AND JACK	GYM-MARK, INC.	Active
		119851522205	8/29/2014	MX	JANIE AND JACK	GYM-MARK, INC.	Active
		119850679455	9/29/2004	MX	JANIE AND JACK	GYM-MARK, INC.	Active
		119850679457	9/29/2004	MX	JANEVILLE	GYM-MARK, INC.	Active
		119850679456	9/29/2004	MX	JANIE AND JACK	GYM-MARK, INC.	Active
		119850679454	9/29/2004	MX	JANEVILLE	GYM-MARK, INC.	Active
		119850579453	12/11/2002	MX	GYMBOREE	GYM-MARK, INC.	Active
		119850579452	12/11/2002	MX	GYMBOREE	GYM-MARK, INC.	Active
		119850285920	2/3/1997	MX	GYMBOREE	GYM-MARK, INC.	Active
		119850158293	1/11/1993	MX	GYMBOREE	GYM-MARK, INC.	Active
		119850064909	6/16/1989	MX	GYMBOREE	GYM-MARK, INC.	Active
		119850064910	6/16/1989	MX	GYMBOREE	GYM-MARK, INC.	Active
3445837	6/10/2008	77053989	11/30/2006	US	BABY 8	GYM-MARK, INC.	LIVE
3445768	6/10/2008	77030291	10/26/2006	US	CRAZY 8	GYM-MARK, INC.	LIVE
3485537	8/12/2008	77030303	10/26/2006	US	CRAZY 8	GYM-MARK, INC.	LIVE
3850348	9/21/2010	77030278	10/26/2006	US	CRAZY 8	GYM-MARK, INC.	LIVE
5186367	4/18/2017	87173026	9/15/2016	US	design	GYM-MARK, INC.	LIVE
5314912	10/24/2017	87173027	9/15/2016	US	design	GYM-MARK, INC.	LIVE
3499614	9/9/2008	77097165	2/1/2007	US	GYM TV	GYM-MARK, INC.	LIVE
1861860	11/8/1994	74345068	1/4/1993	US	GYMBOREE	GYM-MARK, INC.	LIVE
1698109	6/30/1992	74161149	4/26/1991	US	GYMBOREE	GYM-MARK, INC.	LIVE
1436305	4/14/1987	73610611	7/21/1986	US	GYMBOREE	GYM-MARK, INC.	LIVE
1181447	12/8/1981	73239694	11/19/1979	US	GYMBOREE	GYM-MARK, INC.	LIVE

Registration No.	Reg. Date	Serial No.	App. Dt	Jurisdiction	Title	Owner	Status
2423981	1/23/2001	75643614	219/1999	US	GYMBOREE	GYM-MARK, INC.	LIVE
2728955	6/24/2003	76435091	7/24/2002	US	GYMBOREE	GYM-MARK, INC.	LIVE
3355511	12/18/2007	77143984	3/29/2007	US	GYMBOREE	GYM-MARK, INC.	LIVE
3733995	1/5/2010	77751130	6/3/2009	US	GYMBOREE	GYM-MARK, INC.	LIVE
5285938	9/12/2017	87349134	2/24/2017	US	GYMBOREE	GYM-MARK, INC.	LIVE
2877717	8/24/2004	78306647	9/29/2003	US	GYMUCKS	GYM-MARK, INC.	LIVE
5186365	4/18/2017	87173020	9/15/2016	US	GYMGO	GYM-MARK, INC.	LIVE
5186366	4/18/2017	87173022	9/15/2016	US	GYMGO	GYM-MARK, INC.	LIVE
5231433	6/27/2017	87173021	9/15/2016	US	GYMGO	GYM-MARK, INC.	LIVE
5231434	6/27/2017	87173024	9/15/2016	US	GYMGO	GYM-MARK, INC.	LIVE
3356005	12/18/2007	77184105	5/17/2007	US	GYMMIES	GYM-MARK, INC.	LIVE
4817478	9/22/2015	86533801	2/12/2015	US	HOP 'N' ROLL	GYM-MARK, INC.	LIVE
4180921	7/24/2012	85976817	4/22/2011	US	HOPE&HOWARD	GYM-MARK, INC.	LIVE
		88044238		US	JACK	GYM-MARK, INC.	ITU
		87859152		US	JACK DENIM	GYM-MARK, INC.	ITU
		87859155		US	JACK DENIM BY JANIE AND JACK	GYM-MARK, INC.	ITU
3856707	10/5/2010	77947711	3/1/2010	US	JANIE AND JACK	GYM-MARK, INC.	LIVE
3856716	10/5/2010	77948801	3/2/2010	US	JANIE AND JACK	GYM-MARK, INC.	LIVE
3876117	11/16/2010	77948811	3/2/2010	US	JANIE AND JACK	GYM-MARK, INC.	LIVE
3856717	10/5/2010	77948818	3/2/2010	US	JANIE AND JACK	GYM-MARK, INC.	LIVE
3879034	11/23/2010	77948796	3/2/2010	US	JANIE AND JACK	GYM-MARK, INC.	LIVE
3879035	11/23/2010	77948807	3/2/2010	US	JANIE AND JACK	GYM-MARK, INC.	LIVE
		87791367		US	JANIE AND JACK	GYM-MARK, INC.	ITU
		87791365		US	JANIE AND JACK	GYM-MARK, INC.	ITU
		88085370		US	JANIE AND JACK SAN FRANCISCO	GYM-MARK, INC.	ITU
3171603	11/14/2006	78805433	2/2/2006	US	JINGLE DEALS	GYM-MARK, INC.	LIVE
4703755	3/17/2015	86360721	8/7/2014	US	KIDS + LIFE = CRAZY 8 DAYS A WEEK	GYM-MARK, INC.	LIVE
4682560	2/3/2015	85931806	5/14/2013	US	OFFICIAL SPONSOR OF CHILDHOOD	GYM-MARK, INC.	LIVE
5096687	12/6/2016	86739680	8/27/2015	US	ONE BIG HAPPY	GYM-MARK, INC.	LIVE
4672480	1/13/2015	85952606	6/6/2013	US	THE BEST TIME TO BE A KID	GYM-MARK, INC.	LIVE
		4200805865	3/21/2008	VN	GYMBOREE	GYM-MARK, INC.	Active
		1435019	9/28/2018	WO	JACK DENIM	GYM-MARK, INC.	Active
		1427001	8/7/2018	WO	JANIE AND JACK	GYM-MARK, INC.	Active
		9832002	2/1/2002	CH	GYMBOREE	GYM-MARK, INC.	Active
		DZT2010002226	7/26/2010	DZ	GYMBOREE	GYM-MARK, INC.	Active
		M2442299	12/10/2001	ES	GYMBOREE	GYM-MARK, INC.	Active
		M2414883	7/13/2001	ES	GYMBOREE	GYM-MARK, INC.	Active
		M2990216	5/17/1991	ES	GYMBOREE	GYM-MARK, INC.	Active
		260468	11/12/2013	IL	GYMBOREE	GYM-MARK, INC.	Active
		68480	2/11/1988	IL	GYMBOREE	GYM-MARK, INC.	Active
		68479	2/11/1988	IL	GYMBOREE	GYM-MARK, INC.	Active
		68482	2/11/1988	IL	GYMBOREE	GYM-MARK, INC.	Active
		68481	2/11/1988	IL	GYMBOREE	GYM-MARK, INC.	Active
		260469	11/12/2013	IL	design	GYM-MARK, INC.	Active
		BHT099663	9/2/2013	BH	8CRAZY EIGHT	GYM-MARK, INC.	Active
		BHT099662	9/2/2013	BH	8CRAZY EIGHT	GYM-MARK, INC.	Active
		BHT091599	4/12/2012	BH	JANIE AND JACK	GYM-MARK, INC.	Active
		BHT091600	4/12/2012	BH	JANIE AND JACK	GYM-MARK, INC.	Active
		BHT051575	11/19/2006	BH	GYMBOREE	GYM-MARK, INC.	Active
		BHT032791	2/25/2003	BH	GYMBOREE	GYM-MARK, INC.	Active
		BHT032790	2/25/2003	BH	GYMBOREE	GYM-MARK, INC.	Active
		SMT005445	2/25/2003	BH	GYMBOREE	GYM-MARK, INC.	Active
		1247162	3/22/2017	CL	GYMBOREE	GYM-MARK, INC.	Active
		1157012	6/2/2015	CL	GYMBOREE	GYM-MARK, INC.	Active
		1095336	2/14/2014	CL	GYMBOREE	GYM-MARK, INC.	Active
		1042280	1/18/2013	CL	GYMBOREE	GYM-MARK, INC.	Active
		1042279	1/18/2013	CL	GYMBOREE	GYM-MARK, INC.	Active
		1042284	1/18/2013	CL	GYMBOREE	GYM-MARK, INC.	Active
		1042281	1/18/2013	CL	GYMBOREE	GYM-MARK, INC.	Active
		1042282	1/18/2013	CL	GYMBOREE	GYM-MARK, INC.	Active
		4011086	8/2/2004	MY	GYMBOREE	GYM-MARK, INC.	Active
		11437	8/18/2000	MY	GYMBOREE	GYM-MARK, INC.	Active
		98000910	1/22/1998	MY	GYMBOREE	GYM-MARK, INC.	Active
		42002002840	4/9/2002	PH	GYMBOREE	GYM-MARK, INC.	Active
		41999005926	8/19/1999	PH	GYMBOREE	GYM-MARK, INC.	Active
		41994094819	5/24/1994	PH	GYMBOREE	GYM-MARK, INC.	Active
		23496	7/8/1997	BN	GYMBOREE	GYM-MARK, INC.	Active
		DE30254881	11/11/2001	DE	GYMBO	GYM-MARK, INC.	Active
1439319	3/29/2011	2011901927190	3/21/2011	IT	GYMBOREE	GYM-MARK, INC.	Active
		T0416117H	2004.09.23	SG	JANIE AND JACK	GYM-MARK, INC.	Active

Registration No.	Reg. Date	Serial No.	App. Dt	Jurisdiction	Title	Owner	Status
		T0416116Z	2004.09.23	SG	JANIE AND JACK	GYM-MARK, INC.	Active
		T0412777H	2004.08.02	SG	GYMBOREE	GYM-MARK, INC.	Active
		T0206031E	2002.05.09	SG	GYMBOREE	GYM-MARK, INC.	Active
		T9902273A	1999.03.09	SG	GYMBOREE	GYM-MARK, INC.	Active
		T9300133C	1993.01.08	SG	GYMBOREE	GYM-MARK, INC.	Active
1880153	02/21/1995	T9403902D	1994.05.17	SG	GYMBOREE GYM BOREE	GYM-MARK, INC.	Active
1964409	03/26/1996	74398579	1993.06.07			GYM-MARK, INC.	
		74377972	1993.04.08		MATCHMATICS	GYM-MARK, INC.	