

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GOT II, LLC		12/10/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Regions Bank, as Agent
Street Address:	1180 West Peachtree Street, NW
Internal Address:	Suite 1000
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30309
Entity Type:	banking corporation: ALABAMA

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	2700173	BABIES & KIDS LOVE TO RUB 'EM!
Registration Number:	3413557	CONCEIVED BY BABIES. MADE BY MOMS.
Registration Number:	3202575	GOODNIGHT STAR
Serial Number:	85393125	RIBBENZ
Registration Number:	3220867	TAGGIE
Registration Number:	3172607	TAGGIES
Registration Number:	3554742	TAGGIES
Registration Number:	3442117	TAGGIES
Registration Number:	2581453	TAGGIES
Registration Number:	3178659	TAGGIES
Registration Number:	3550877	TAGGIES
Registration Number:	3427972	TAGGIES
Registration Number:	2587828	TAGGIES

CH \$540.00 2700173

Registration Number:	3600004	TAGS OF LOVE
Registration Number:	3599215	WAGGIES
Serial Number:	85428026	BABIES AND KIDS LOVE TO RUB THEM!
Registration Number:	3137292	CONCEIVED BY BABIES. MADE BY MOMS.
Serial Number:	85428040	LOVED BY BABIES. MADE BY MOMS.
Serial Number:	85465904	MY TAGGIES
Serial Number:	85479760	MY TAGGIES
Registration Number:	2668388	TAGGIE

CORRESPONDENCE DATA

Fax Number: 4045228409

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 404-420-5527

Email: rjk@phrd.com

Correspondent Name: Rhonda J. Kenyeri, Paralegal -- PHRD

Address Line 1: 285 Peachtree Center Avenue

Address Line 2: 1500 Marquis Two Tower

Address Line 4: Atlanta, GEORGIA 30303

ATTORNEY DOCKET NUMBER:	3717-238
NAME OF SUBMITTER:	Bobbi Accord
Signature:	/ba/
Date:	12/11/2013

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Pledge and Security Agreement dated as of December 10, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Regions Bank, as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications on Schedule 1 to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications on Schedule 1 hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Signatures appear on the following page.]

Very truly yours,

GOT II, LLC

By: 

Name: J. Dwayne Clarke

Title: Secretary

Acknowledged and Accepted:

REGIONS BANK, as Administrative Agent

By: _____

Name: Donald E. Smith

Title: Executive Vice President

Very truly yours,

GOT II, LLC

By: _____
Name: **J. Dwaine Clarke**
Title: Secretary

Acknowledged and Accepted:

REGIONS BANK, as Administrative Agent

By: _____
Name: **Donald E. Smith**
Title: Executive Vice President

**SCHEDULE I
GOT II -- TRADEMARKS**

Trademark	Country	App. No.	Filing Date	Reg. No.	Reg. Date
BABIES & KIDS LOVE TO RUB 'EM!	United States of America	76/422,759	6/20/2002	2700173	3/25/2003
CONCEIVED BY BABIES. MADE BY MOMS.	United States of America	78/979,732	7/19/2004	3413557	4/15/2008
GOODNIGHT STAR	United States of America	78/311,406	10/9/2003	3202575	1/23/2007
RIBBENZ	United States of America	8539312	8/19/2011		
TAGGIE	United States of America	78/977,193	1/13/2003	3220867	3/20/2007
TAGGIES	United States of America	78/977,170	1/13/2003	3172607	11/14/2006
		77/149,130	4/5/2007	3554742	12/30/2008
		77/975,391	4/5/2007	3442117	6/3/2008
		76/177,407	12/8/2000	2581453	6/18/2002
TAGGIES & DESIGN	United States of America	78/977,150	1/13/2003	3178659	11/28/2006
		77/149,121	4/5/2007	3550877	12/23/2008
		77/975,389	4/5/2007	3427972	5/13/2008
		76/186,419	12/27/2000	2587828	7/2/2002
TAGS OF LOVE	United States of America	77/481,948	5/23/2008	3600004	3/31/2009
WAGGIES	United States of America	77/197,474	6/5/2007	3599215	3/31/2009
BABIES & KIDS LOVE TO RUB THEM!	United States of America	85/428,026	9/21/2011		
CONCEIVED BY BABIES. MADE BY MOMS.	United States of America	78/976,885	7/19/2004	3137292	8/29/2006
LOVED BY BABIES. MADE BY MOMS.	United States of America	85/428,040	9/21/2011		
MY TAGGIES	United States of America	85/465,904	11/7/2011		
MY TAGGIES (DESIGN)	United States of America	85/479,760	11/23/2011		
TAGGIE	United States of America	76/297,934	8/9/2001	2668388	12/31/2002