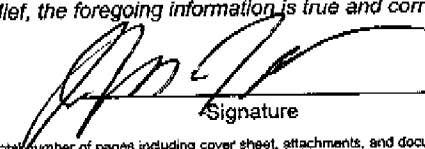


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>The Chase Manhattan Bank</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other Banking Corporation</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: The William Carter Company Internal Address: Address: 1590 Adamson Parkway Street Address: Suite 400 City: Morrow State: GA Zip: 30260</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Massachusetts <input type="checkbox"/> Other</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Release and Reassignment</p> <p>Execution Date: August 14, 2001</p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) 74006465 74006457 74485195 74428169 74654959 74428159 74654962 74646836 74485175 74163278</p> <p>B. Trademark Registration No.(s) 0704992 1245366 1117280 1823529 1830836 1839028 1861582 0065969 0153906 0328815 1255389 0551796</p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: James Talbot, Esq. Internal Address: Skadden, Arps, Slate, Meagher & Flom LLP Street Address: Four Times Square City: New York State: NY Zip: 10036 6522</p>	<p>6. Total number of applications and registrations involved: 46</p> <p>7. Total fee (37 CFR 3.41).....\$ 1165.00</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 19-2385 [Our Ref: 244130/597]</p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
<p align="center">DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i></p> <p>James Talbot  8/24/01 Name of Person Signing Signature Date</p> <p align="right">Total number of pages including cover sheet, attachments, and document: 7</p>	

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

RECORDATION FORM COVER SHEET
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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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<p>1. Name of conveying party(ies):</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: _____ Internal Address: _____</p> <p>Street Address: _____</p> <p>City: _____ State: _____ Zip: _____</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) 74059944 74555673</p> <p>B. Trademark Registration No.(s) 2074884 2070568 2169995 1819993 0685606 0572460 0572462 2074885 1305988 1813781 0507250 0608901</p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: _____ Internal Address: _____ _____ _____</p> <p>Street Address: _____ _____ _____</p> <p>City: _____ State: _____ Zip: _____</p>	<p>6. Total number of applications and registrations involved: _____ <input type="checkbox"/></p> <p>7. Total fee (37 CFR 3.41):\$ _____</p> <p><input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i></p> <p>_____ _____ _____ Name of Person Signing Signature Date</p> <p><small>Total number of pages including cover sheet, attachments, and document:</small> <input type="checkbox"/></p> <p style="text-align: center;"><small>Mall documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231</small></p>	

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings → ⇨ ⇨		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			2. Name and address of receiving party(ies) Name: _____ Internal Address: _____ Address: _____ Street Address: _____ City: _____ State: _____ Zip: _____ <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached:</small> <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		
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4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____			B. Trademark Registration No.(s) 1418444 0333749 0500112 0620434 0583493 1552944 0993457 1515444 1515445 0353040		
			Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: _____ Internal Address: _____ _____ Street Address: _____ _____ City: _____ State: _____ Zip: _____			6. Total number of applications and registrations involved: <input type="checkbox"/>		
			7. Total fee (37 CFR 3.41).....\$ _____ <input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account		
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<small>Total number of pages including cover sheet, attachments, and document:</small> <input type="checkbox"/>					
<small>Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231</small>					

RELEASE AND REASSIGNMENT OF INTELLECTUAL PROPERTY

WHEREAS, The William Carter Company, a Massachusetts corporation (successor to TWCC Acquisition Corp. by merger) (the "Company"), owns: (a) the registered trademarks described in the attached Schedule A (the "Marks"), for which a recording is filed in the United States Patent and Trademark Office under the number set forth in the attached Schedule A; (b) the patents described in the attached Schedule B (the "Patents"), for which recordings are filed in the United States Patent and Trademark Office under the number set forth in the attached Schedule B; and (c) the copyrights described in the attached Schedule C (the "Copyrights"), for which recordings are filed in the Copyright Office of the United States under the number set forth in the attached Schedule C (the Marks, Patents and Copyrights together comprising the "Intellectual Property"); and

WHEREAS, pursuant to those certain:

(a) Trademark Security Agreement dated as of October 30, 1996 (the "Trademark Agreement"), recorded in the Assignment Branch, United States Patent and Trademark Office, on November 27, 1996, located on Reel 1573, Frame 0423;

(b) Patent Security Agreement dated as of October 30, 1996 (the "Patent Agreement"), recorded in the Assignment Branch, United States Patent and Trademark Office, on November 27, 1996, located on Reel 008251, Frame 0516; and

(c) Copyright Security Agreement dated as of October 30, 1996 (the "Copyright Agreement"), recorded in the Copyright Office of the United States, on November 29, 1996, located at Volume 3316, Pages 77-88;

the Company granted a security interest in the Marks, Patents and Copyrights, respectively, to The Chase Manhattan Bank, as Administrative Agent (the "Agent") for a group of lenders, to secure performance by the Company of its obligations to such lenders;

WHEREAS, the Company has paid and performed in full its obligations to such lenders and terminated all further obligations of such lenders to extend credit to the Company and its affiliates;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Agent hereby terminates all of its right, title and interest in, to and under the Intellectual Property and reassigns and reconveys to the Company the Intellectual Property including, without limitation: (a) with respect to the Marks, all the good will of the business symbolized by the Marks, together with the application, registration and recordings in the United States Patent and Trademark Office, and all reissues, extensions or renewals thereof; (b) with respect to the Patents, the application, issued patent and recordings in the United States Patent and Trademark Office, and all patents based upon or claiming priority therefrom; and (c) with respect to the Copyrights, the application, registration and recordings in the Copyright Office of the United States; and the right to sue and recover damages for future infringements thereof and to stand in the place of the Agent in all matters related thereto.

The parties hereto have caused this Release and Reassignment of Intellectual Property to be executed this ____ day of August, 2001.

THE CHASE MANHATTAN BANK, as
Administrative Agent

By: *Paul V. Phelan*
Name: PAUL V. PHELAN
Title: Vice President

Accepted:

THE WILLIAM CARTER COMPANY

By: *Deanne D. Casey*
Name:
Title:

STATE OF NEW YORK)
)ss.
COUNTY OF NEW YORK)

On August 14, 2001, before me, the undersigned, a Notary Public in and for such State, personally appeared PAUL PHELAN, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as a VICE PRESIDENT of The Chase Manhattan Bank and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its Board of Directors.

WITNESS my hand and official seal.

[SEAL]

David Michaels
DAVID MICHAELS
Notary Public
Notary Public, State of New York
My Commission expires 09-30-2001
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires Sept. 30, 2001

SCHEDULE A
to
Release and Reassignment of Intellectual Property
Trademarks

Marks referenced in Trademark Agreement:

TRADEMARK	REGISTRATION NO.
B# SHARP and design	704,992
B# SHARP and design	1,245,366
CARTER'S	74/006,465
CARTER'S	74/006,457
CARTER'S	1,117,280
CARTER'S	1,823,529
CARTER'S	1,830,836
CARTER'S	1,839,028
CARTER'S	1,861,582
CARTER'S block letters	65,969
CARTER'S stylized letters	153,906
CARTER'S stylized letters	328,815
CARTER BABY	1,255,389
CARTERETTE stylized letters	551,796
CARTER'S COMFORT YOU'VE GROWN TO LOVE	74/485,195
CARTER'S COMFORT YOU'VE GROWN TO LOVE	74/654,960, reg. no. 2,074,884
CARTER'S DIFFERENT BY DESIGN	74/428,169
CARTER'S DIFFERENT BY DESIGN	74/654,959
CARTER'S DIFFERENT BY DESIGN and design	74/428,159
CARTER'S DIFFERENT BY DESIGN and design	74/654,962
CARTER'S FOR KIDS	74/723,096, reg. no. 2,070,568
CARTER'S FUZZY FLEECE	75/063,631, reg. no. 2,169,995
CARTER'S GROWBODY and design	1,819,993
CARTER'S LITTLE HEIRLOOMS	74/646,836
CARTER-SET	685,606
CARTER-SET stylized letters	572,460

THIS GARMENT IS CARTER- SET WILL NOT SHRINK OUT OF FIT and design	572,462
COMFORT YOU'VE GROWN TO LOVE	74/485,175
COMFORT YOU'VE GROWN TO LOVE	74/654,961, reg. no. 2,074,885
Design only	74/163,278
Design only	1,305,988
Desogm pm;u	1,813,781
DIAPENDA	507,250
HANDY-CUFFS stylized letters	608,901
HEART/TREE LOGO	74/059,944
JAMAKINS	1,418,444
JIFFON	333,749
NEVABIND	500,112
SINGING NEEDLES and design	620,434
SPANKY PANTS stylized letters	583,493
TODAY'S CLASSICS	1,552,944
T.O.T.S	74/555,673
TRIGS	993,457
TYKES	1,515,444
TYKES and design	1,515,445
TYKES stylized letters	353,040