

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

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		10/15/2010	Association: UNITED STATES

**RECEIVING PARTY DATA**

Name:	The William Carter Company
Street Address:	1170 Peachtree Street
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30309
Entity Type:	CORPORATION: MASSACHUSETTS

**PROPERTY NUMBERS Total: 72**

Property Type	Number	Word Mark
Registration Number:	1861582	CARTER'S
Registration Number:	1117280	CARTER'S
Registration Number:	2908910	CARTER'S
Registration Number:	3057989	CARTER'S
Registration Number:	2926479	CARTER'S
Registration Number:	2828789	CARTER'S
Registration Number:	1839028	CARTER'S
Registration Number:	0065969	CARTER'S
Registration Number:	0153906	CARTER'S
Registration Number:	2070568	CARTER'S FOR KIDS
Registration Number:	3154675	CHILD OF MINE
Registration Number:	2711071	JUST ONE YEAR
Registration Number:	2971353	JUST ONE YEAR
Registration Number:	2984266	CHILD OF MINE

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Registration Number:	3090837	CUSHYSOFT
Registration Number:	3325245	FOREVERSOFT
Registration Number:	3104529	SPLASHYCLEAN
Registration Number:	3090832	SWADDLE-IN
Registration Number:	3185020	FUZZ-FREE FLEECE
Registration Number:	3088185	WHO'S INSIDE
Registration Number:	3663968	01
Registration Number:	3561456	02
Registration Number:	3663967	10
Registration Number:	3554524	28
Registration Number:	3658068	C
Registration Number:	3088188	DRIBBLEHAPPY
Registration Number:	0333749	JIFFON
Registration Number:	0500112	NEVABIND
Registration Number:	3096228	SLEEPLIKELY
Registration Number:	3090831	TOASTYSLEEVE
Registration Number:	3093747	ROOMY ROLLY
Registration Number:	3074842	SIDE-SNAPPER
Registration Number:	3088186	SPEEDY EXIT
Registration Number:	3125096	TOP-SNAPPER
Registration Number:	3090833	WIGGLE-IN
Registration Number:	3160646	ALL-THE-WORKS
Registration Number:	1830836	CARTER'S
Serial Number:	85056579	IF THEY COULD JUST STAY LITTLE 'TIL THEIR CARTER'S WEAR OUT
Registration Number:	2857803	CHILD OF MINE
Registration Number:	3163234	EASY ENTRY FOOTIE
Registration Number:	3088187	WRAP-ME-UP
Registration Number:	2112584	OSHKOSH B'GOSH
Registration Number:	2450826	OSHKOSH B'GOSH
Registration Number:	2168143	OSHKOSH B'GOSH
Registration Number:	0511480	OSHKOSH B'GOSH
Registration Number:	1232852	OSHKOSH B'GOSH
Registration Number:	1498723	OSHKOSH B'GOSH
Registration Number:	1561067	OSHKOSH B'GOSH

Registration Number:	2575818	OSHKOSH B'GOSH
Registration Number:	2504676	OSHKOSH B'GOSH
Registration Number:	1588981	OSHKOSH B'GOSH VESTBAK GENUINE ARTICLE
Registration Number:	1796444	B'GOSH
Registration Number:	1133127	OSHKOSH
Registration Number:	2217577	OSHKOSH
Registration Number:	0511479	OSHKOSH
Registration Number:	1559976	OSHKOSH
Registration Number:	2924475	OSHKOSH EST. 1895
Registration Number:	3041545	OSHKOSH BABY
Registration Number:	2950220	OSHKOSH 1895
Registration Number:	2961080	THE OSHKOSH WORKWEAR CO. 1895
Registration Number:	3112654	GB FROM OSHKOSH
Registration Number:	3104583	GENUINE BABY FROM OSHKOSH
Registration Number:	2783307	GENUINE KIDS FROM OSHKOSH
Registration Number:	3107683	MURTLENECK
Registration Number:	0558416	VESTBAK
Registration Number:	0584466	
Registration Number:	2958234	
Registration Number:	3104584	GENUINE BABY
Registration Number:	1984438	GENUINE KIDS
Registration Number:	2995898	GENUINE KIDS
Registration Number:	1571030	THE GENUINE ARTICLE
Registration Number:	1593550	THE GENUINE ARTICLE

**CORRESPONDENCE DATA**

Fax Number: (800)388-1599  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 8003881598  
Email: accessin@sprynet.com  
Correspondent Name: Jackie Lee  
Address Line 1: 1773 Western Avenue  
Address Line 4: Albany, NEW YORK 12203

ATTORNEY DOCKET NUMBER:	F 130144
NAME OF SUBMITTER:	Jackie Lee
Signature:	/Jackie Lee/

Date:

11/08/2010

**Total Attachments: 5**

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**ADDITIONAL NAMES OF RECEIVING PARTIES (In connection with Item 2 of Trademark  
Recordation Form Cover Sheet):**

**Oshkosh B'Gosh, Inc.  
1170 Peachtree Street  
Atlanta, GA 30309**

**Delaware Corporation**

**Citizenship - US - DE**

## **RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL**

**THIS RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL** (this "Release") is made as of October 15, 2010 (the "Effective Date") by and among The William Carter Company, OshKosh B'Gosh, Inc. (collectively, the "Pledgors"), and Bank of America, N.A., as Collateral Agent for the benefit of the Secured Parties (as defined in the Trademark Security Agreement (the "Collateral Agent").

**WHEREAS**, the Pledgors and the Collateral Agent entered into the Trademark Security Agreement (as defined below) pursuant to the terms and conditions of that certain Credit Agreement, dated as of July 14, 2005 (the "Credit Agreement," the terms defined therein being used herein as therein defined), among The William Carter Company, a Massachusetts corporation, each lender from time to time party thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender, L/C Issuer and Collateral Agent, Credit Suisse, as Syndication Agent, JPMorgan Chase Bank, N.A., U.S. Bank National Association and Wachovia Bank, National Association, as Co-Documentation Agents, and Banc of America Securities LLC and Credit Suisse, as Joint Lead Arrangers and Joint Bookrunning Managers and the Trademark Security Agreement, dated as of July 14, 2005 by and among the Pledgors, the other Guarantors party thereto and the Collateral Agent (the "Trademark Security Agreement"); and the Pledgors pledged, assigned and granted to the Collateral Agent a continuing first priority security interest in all of their right, title and interest in and to the trademark registrations and applications set forth on Schedule A hereto (collectively, the "Trademarks");

**WHEREAS**, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on August 4, 2005 at Reel 3207 /Frame 0330;

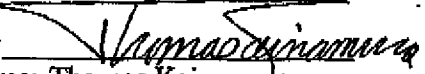
**AND WHEREAS**, The Pledgors have paid in full all of their outstanding Obligations (as defined in the Credit Agreement).

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby terminates the Trademark Security Agreement, and hereby terminates, cancels, re-pledges, reassigns and releases any and all security interests it has against the Trademarks, without warranty or recourse.

If and to the extent the Collateral Agent has acquired any right, title or interest to any of the Trademarks, it hereby assigns and transfers such rights, title or interest to the Pledgors.

The Collateral Agent shall take all further actions, and provide to the Pledgors and each of their successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), requested by the Pledgors to more fully and effectively effectuate the purposes of this Release.

Bank of America, N.A.,

By:   
Name: Thomas Kainamura  
Title: Vice President

*[Signature Page to Trademark Release]*

Title	Owner	Reg/Serial No.	Reg/Appl Date
CARTER'S	The William Carter Company	1861582	11/08/94
CARTER'S	The William Carter Company	1117280	05/01/79
carter's	The William Carter Company	2908910	12/07/07
carter's	The William Carter Company	3057989	02/07/06
carter's (words and design)		2926479	02/15/05
Carter's	The William Carter Company	2828789	04/26/04
CARTER'S	The William Carter Company	1839028	06/07/94
CARTER'S	The William Carter Company	65969	11/05/1907
Carter's	The William Carter Company	153906	03/28/1922
IF THEY COULD STAY LITTLE 'TIL THEIR CARTER'S WEAR OUT	The William Carter Company	85-056579	06/07/10
CARTER'S	The William Carter Company	1830836	04/12/94
CARTER'S FOR KIDS	The William Carter Company	2070568	06/10/97
CHILD OF MINE	The William Carter Company	3154675	10/10/06
JUST ONE YEAR	The William Carter Company	2711071	04/29/03
JUST ONE YEAR	The William Carter Company	2971353	07/19/05
CHILD OF MINE	The William Carter Company	2984266	08/09/05
CUSHYSOFT	The William Carter Company	3090837	05/09/06
FOREVERSOFT	The William Carter Company	3325245	10/30/07
SPLASHYCLEAN	The William Carter Company	3104529	06/13/06
SWADDLE-IN	The William Carter Company	3090832	05/09/06
FUZZ-FREE FLEECE	The William Carter Company	3185020	12/12/06
WHO'S INSIDE	The William Carter Company	3088185	05/02/06
01	The William Carter Company	3663968	08/04/09
02	The William Carter Company	3561456	01/13/09
10	The William Carter Company	3663967	08/04/09
28	The William Carter Company	3554524	12/30/08
C	The William Carter Company	3658068	07/21/09
DRIBBLEHAPPY	The William Carter Company	3088188	05/02/06
JIFFON	The William Carter Company	333749	04/07/1936
NEVABIND	The William Carter Company	500112	04/20/1948
SLEEPLIKELY	The William Carter Company	3096228	05/23/06
TOASTYSLEEVE	The William Carter Company	3090831	05/09/06
ROOMY ROLLY	The William Carter Company	3093747	05/16/06
SIDE-SNAPPER	The William Carter Company	3074842	03/28/06
SPEEDY EXIT	The William Carter Company	3088186	05/02/06
TOP-SNAPPER	The William Carter Company	3125096	08/01/06
WIGGLE-IN	The William Carter Company	3090833	05/09/06
ALL-THE-WORKS	The William Carter Company	31606464	10/17/06
CHILD OF MINE	The William Carter Company	2857803	06/29/04
EASY ENTRY FOOTSIE	The William Carter Company	3163234	10/24/06
WRAP-ME-UP	The William Carter Company	3088187	05/02/06
OSHKOSH B'GOSH	OshKosh B'Gosh, Inc.	2112584	11/11/07



Title	Owner	Reg/Serial No.	Reg/Appl Date
OSHKOSH B'GOSH	OshKosh B'Gosh, Inc.	2450826	05/15/01
OSHKOSH B'GOSH	OshKosh B'Gosh, Inc.	2168143	06/23/98
OSHKOSH B'GOSH	OshKosh B'Gosh, Inc.	511480	06/21/1949
OSHKOSH B'GOSH (words and design)	OshKosh B'Gosh, Inc.	1232852	03/29/83
OSHKOSH B'GOSH	OshKosh B'Gosh, Inc.	1498723	08/02/88
OSHKOSH B'GOSH	OshKosh B'Gosh, Inc.	1561067	10/17/89
OSHKOSH B'GOSH	OshKosh B'Gosh, Inc.	2575818	06/04/02
OSKKOSH B'GOSH	OshKosh B'Gosh, Inc.	2504676	11/06/01
OSHKOSH B'GOSH VESTBAK GENUINE ARTICLE (words and design)	OshKosh B'Gosh, Inc.	1588981	03/27/90
B'GOSH	OshKosh B'Gosh, Inc.	1796444	10/05/93
OSHKOSH	OshKosh B'Gosh, Inc.	1133127	04/15/80
OSHKOSH	OshKosh B'Gosh, Inc.	2217577	01/12/99
OSHKOSH	OshKosh B'Gosh, Inc.	511479	06/21/49
OSHKOSH	OshKosh B'Gosh, Inc.	1559976	10/10/89
OSHKOSH EST. 1895	OshKosh B'Gosh, Inc.	2924475	02/01/05
OSHKOSH BABY	OshKosh B'Gosh, Inc.	3041545	01/10/06
OSHKOSH 1895 (words and design)	OshKosh B'Gosh, Inc.	2950220	05/10/05
THE OSHKOSH WORKWEAR CO. 1895 (words and design)	OshKosh B'Gosh, Inc.	2961080	06/07/05
GB FROM OSHKOSH	OshKosh B'Gosh, Inc.	3112654	07/04/06
GENUINE BABY FROM OSHKOSH	OshKosh B'Gosh, Inc.	3104583	06/13/06
GENUINE KIDS FROM OSHKOSH	OshKosh B'Gosh, Inc.	2783307	11/11/03
MURTLENECK	OshKosh B'Gosh, Inc.	3107683	06/20/06
VESTBAK	OshKosh B'Gosh, Inc.	558416	05/06/1952
Design Only	OshKosh B'Gosh, Inc.	584466	01/12/1954
Design Only	OshKosh B'Gosh, Inc.	2958234	05/31/05
GENUINE BABY	OshKosh B'Gosh, Inc.	3104584	06/13/06
GENUINE KIDS	OshKosh B'Gosh, Inc.	1984438	07/02/96
GENUINE KIDS	OshKosh B'Gosh, Inc.	2995898	09/13/05
THE GENUINE ARTICLE	OshKosh B'Gosh, Inc.	1571030	12/12/89
THE GENUINE ARTICLE	OshKosh B'Gosh, Inc.	1593550	04/24/90