

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
Baby Einstein, 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: 48			
Property Type	Number	Word Mark	
Registration Number:	3442275	BABIES LOVE US. PARENTS TRUST US.	
Registration Number:	3442277	BABIES LOVE US. PARENTS TRUST US.	
Registration Number:	3163004	BABY BACH	
Registration Number:	3013563	BABY BEETHOVEN	
Serial Number:	78368073	BABY DA VINCI	
Registration Number:	3437711	BABY EINSTEIN	
Registration Number:	3432695	BABY EINSTEIN	
Registration Number:	3432696	BABY EINSTEIN	
Registration Number:	3432697	BABY EINSTEIN	
Registration Number:	3535379	BABY EINSTEIN	
Registration Number:	3548212	BABY EINSTEIN	
Registration Number:	3535380	BABY EINSTEIN	
Registration Number:	3437712	BABY EINSTEIN	

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Registration Number:	3437713	BABY EINSTEIN
Registration Number:	3437714	BABY EINSTEIN
Registration Number:	2791739	BABY EINSTEIN
Registration Number:	3455875	BABY EINSTEIN
Registration Number:	3370954	BABY EINSTEIN
Registration Number:	2380650	BABY EINSTEIN
Registration Number:	2598640	BABY EINSTEIN
Registration Number:	2528127	BABY EINSTEIN
Serial Number:	85466996	BABY EINSTEIN
Serial Number:	85711594	
Registration Number:	3291268	
Registration Number:	2952436	
Registration Number:	3409530	
Registration Number:	3366242	
Registration Number:	3294377	
Registration Number:	3029964	
Registration Number:	3245296	
Registration Number:	3056051	
Registration Number:	3060835	BABY GALILEO
Registration Number:	3330490	BABY MACDONALD
Registration Number:	3237912	BABY MACDONALD
Registration Number:	3298751	BABY MONET
Registration Number:	3163005	BABY MOZART
Registration Number:	3194842	BABY NEPTUNE
Registration Number:	2676907	
Registration Number:	3015852	
Registration Number:	3163003	BABY VAN GOGH
Registration Number:	3706958	BABY WORDSWORTH
Registration Number:	2710196	DIGITAL BOARD BOOK
Registration Number:	3218644	DISCOVER & PLAY
Registration Number:	4040905	DISCOVERY KIT
Serial Number:	85476904	EINSTEIN PALS
Registration Number:	3811280	WHERE DISCOVERY BEGINS
Registration Number:	3732739	WHERE DISCOVERY BEGINS
Registration Number:	3745419	WHERE DISCOVERY BEGINS

TRADEMARK

REEL: 005171 FRAME: 0959

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: 7

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

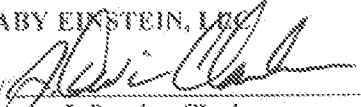
Please be advised that pursuant to the Pledge and Security Agreement dated as of December 10, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Regions 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,

BABY EINSTEIN, 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

Very truly yours,

BABY EINSTEIN, 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

Baby Einstein Trademarks

Trademark	Reg. No.	Appln. No.	Reg. Date	Filing Date
BABIES LOVE US. PARENTS TRUST US.	3442275	78559656	6/3/2008	2/3/2005
BABIES LOVE US. PARENTS TRUST US.	3442277	78560731	6/3/2008	2/4/2005
BABY BACH	3163004	76452732	10/24/2006	9/25/2002
BABY BEETHOVEN	3013563	76452947	11/8/2005	9/25/2002
BABY DA VINCI		78368073		2/13/2004
BABY EINSTEIN	3437711	78604278	5/27/2008	4/7/2005
BABY EINSTEIN	3432695	78604282	5/20/2008	4/7/2005
BABY EINSTEIN	3432696	78604285	5/20/2008	4/7/2005
BABY EINSTEIN	3432697	78604287	5/20/2008	4/7/2005
BABY EINSTEIN	3535379	78604289	11/18/2008	4/7/2005
BABY EINSTEIN	3548212	78604300	12/16/2008	4/7/2005
BABY EINSTEIN	3535380	78604302	11/18/2008	4/7/2005
BABY EINSTEIN	3437712	78604309	5/27/2008	4/7/2005
BABY EINSTEIN	3437713	78604335	5/27/2008	4/7/2005

Trademark	Reg. No.	Appln. No.	Reg. Date	Filing Date
BABY EINSTEIN	3437714	78604339	5/27/2008	4/7/2005
BABY EINSTEIN	2791739	75983101	12/9/2003	12/30/1999
BABY EINSTEIN	3455875	78980284	6/24/2008	4/7/2005
BABY EINSTEIN	3370954	78979481	1/15/2008	4/7/2005
BABY EINSTEIN & Device	2380650	75620022	8/29/2000	1/13/1999
BABY EINSTEIN & Device	2598640	75865879	7/23/2002	12/7/1999
BABY EINSTEIN & Device	2528127	75749035	1/8/2002	6/14/1999
BABY EINSTEIN & Device		85466996		11/8/2011
Baby Einstein Device		85711594		8/23/2012
Baby Einstein Device	3291268	76452741	9/11/2007	9/25/2002
Baby Einstein Device	2952436	76452739	5/17/2005	9/25/2002
Baby Einstein Device	3409530	76452736	4/8/2008	9/25/2002
Baby Einstein Device	3366242	76452735	1/8/2008	9/25/2002
Baby Einstein Device	3294377	76452936	9/18/2007	9/25/2002
Baby Einstein Device	3029964	76977802	12/13/2005	9/25/2002

Trademark	Reg. No.	Appln. No.	Reg. Date	Filing Date
Baby Einstein Device	3245296	76978312	5/22/2007	9/25/2002
Baby Einstein Device	3056051	76977853	1/31/2006	9/25/2002
BABY GALILEO	3060835	78187793	2/21/2006	11/22/2002
BABY MACDONALD	3330490	78347004	11/6/2007	12/31/2003
BABY MACDONALD	3237912	78347002	5/1/2007	12/31/2003
BABY MONET	3298751	78396437	9/25/2007	4/5/2004
BABY MOZART	3163005	76452817	10/24/2006	9/25/2002
BABY NEPTUNE	3194842	78187799	1/2/2007	11/22/2002
Baby Shakespeare Device (Gecko)	2676907	76309966	1/21/2003	9/7/2001
Baby Shakespeare Device (Gecko)	3015852	76309967	11/15/2005	9/7/2001
BABY VAN GOGH	3163003	76452723	10/24/2006	9/25/2002
BABY WORDSWORTH	3706958	78549236	11/3/2009	1/18/2005
DIGITAL BOARD BOOK (Supplemental)	2710196	75922606	4/22/2003	2/18/2000
DISCOVER & PLAY	3218644	78497614	3/13/2007	10/11/2004
DISCOVERY KIT	4040905	85184109	10/18/2011	11/23/2010

Trademark	Reg. No.	Appln. No.	Reg. Date	Filing Date
EINSTEIN PALS		85476904		11/18/2011
WHERE DISCOVERY BEGINS	3811280	77155676	6/29/2010	4/12/2007
WHERE DISCOVERY BEGINS	3732739	77978128	12/29/2009	4/12/2007
WHERE DISCOVERY BEGINS	3745419	77978502	2/2/2010	4/12/2007