

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
Infantino, LLC		01/28/2011	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	Ares Capital Corporation
Street Address:	280 Park Avenue
Internal Address:	22nd Floor East
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Registration Number:	3366627	STYLERIDER
Registration Number:	3410948	SIDERIDER
Registration Number:	3407257	SAVVY SEAT
Registration Number:	3499805	FITS YOU. FITS BABY. FITS LIFE.
Registration Number:	3437251	INFANTINO
Registration Number:	3454650	BREATHEMESH
Registration Number:	3620640	IF BABIES COULD SHOP THEY'D BUY INFANTINO
Registration Number:	3677423	CART ADVENTURES
Registration Number:	3677542	TRIPLE COMFORT RIDER
Registration Number:	3901875	BALANCE
Serial Number:	77907362	CRADLE NEST & SIT SLING
Serial Number:	77907370	CURVE NESTING SLING
Registration Number:	3905611	ECOSASH

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TRADEMARK

Registration Number:	3901877	FLIP
Registration Number:	3901876	BREATHE
Serial Number:	85016209	INFINITY
Serial Number:	77960532	ECLIPSE COVER & SHADE CARRIER
Serial Number:	77961458	SWITCH
Serial Number:	77963396	LULLABUDDY
Serial Number:	77961511	LUNA
Serial Number:	77961236	CLOUD
Serial Number:	77961472	CLOUD 9
Serial Number:	85007375	PARK PLACE
Serial Number:	85038256	WONDER COVER
Serial Number:	85038248	TOP & SHOP
Serial Number:	85038245	TOP & PLAY
Serial Number:	85038261	RENEW
Serial Number:	85038282	KABOODLE
Serial Number:	85038278	COCOON
Serial Number:	85038272	SNUGGLER
Serial Number:	85038268	FOLD & GO BOUNCER
Serial Number:	85095301	THERE'S NO PLACE LIKE CLOSE
Serial Number:	85073899	UNION ERGONOMIC CARRIER
Serial Number:	85128564	COMPACT
Serial Number:	85143077	SMARTLY-DESIGNED CARRIERS WITH HAPPY LITTLE PRICE TAGS
Serial Number:	85143081	COMPACT
Serial Number:	85147855	NAPNEST
Serial Number:	85148359	SMARTLY-DESIGNED PRODUCTS FOR HAPPY PARENTING

CORRESPONDENCE DATA

Fax Number: (704)339-3453
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 704 377 8153
Email: mpoveromo@rbh.com
Correspondent Name: Marie J. Poveromo
Address Line 1: 101 North Tryon Street
Address Line 2: Suite 1900
Address Line 4: Charlotte, NORTH CAROLINA 28246

NAME OF SUBMITTER: Marie J. Poveromo

TRADEMARK

REEL: 004464 FRAME: 0320

Signature:	/Marie J. Poveromo/
Date:	01/31/2011
Total Attachments: 6 source=security agreement jan 28 2011 fantino-152155#page1.tif source=security agreement jan 28 2011 fantino-152155#page2.tif source=security agreement jan 28 2011 fantino-152155#page3.tif source=security agreement jan 28 2011 fantino-152155#page4.tif source=security agreement jan 28 2011 fantino-152155#page5.tif source=security agreement jan 28 2011 fantino-152155#page6.tif	

**GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

January 28, 2011

WHEREAS, INFANTINO, LLC, a California limited liability company (the “Pledgor”), is the owner of the trademark applications and registrations listed on Schedule A attached hereto, (all such trademarks, registrations and applications, collectively, the “Trademarks”) and is the owner of the patents and patent applications listed on Schedule A attached hereto (all such patents, registrations and applications, collectively, the “Patents”); and

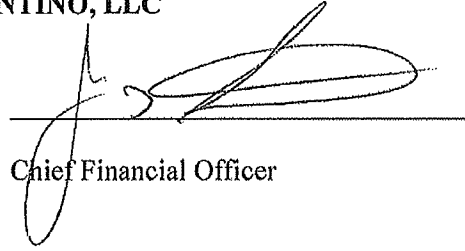
WHEREAS, the Pledgor has entered into an Amended and Restated Security Agreement (as amended, modified, restated or supplemented from time to time, the “Security Agreement”), dated as of September 28, 2007, in which the Pledgor has agreed with Ares Capital Corporation (successor by merger to Allied Capital Corporation), as Administrative Agent (the “Administrative Agent”), with offices at 280 Park Avenue, 22nd Floor East, New York, New York 10017, to execute this Grant;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Administrative Agent a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant has been given in conjunction with the security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Grant are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

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INFANTINO, LLC

By: _____



Title: Chief Financial Officer

*Signature Page to Grant of Security Interest
in Patents and Trademarks*

**TRADEMARK
REEL: 004464 FRAME: 0323**

SCHEDULE A

TRADEMARKS AND TRADEMARK APPLICATIONS

Owner	Mark	Reg. No./ Reg. Date	Country	Appl. No./ Filing Date
Infantino, LLC	STYLERIDER	3,366,627 1/08/2008	U.S.	78/515,507 11/11/2004
Infantino, LLC	SIDE RIDER	3,410,948 4/8/2008	U.S.	78/950,689 8/11/2006
Infantino, LLC	SAVVY SEAT	3,407,257 4/01/2008	U.S.	78/942,446 8/01/2006
Infantino, LLC	FITS YOU. FITS BABY. FITS LIFE.	3,499,805 9/09/2008	U.S.	77/198,382 6/05/2007
Infantino, LLC	INFANTINO	3,437,251 05/27/2008	U.S.	77/143,132 3/28/2007
Infantino, LLC	BREATHEMESH	3,454,650 6/24/2008	U.S.	77/099,598 2/05/2007
Infantino, LLC	IF BABIES COULD SHOP THEY'D BUY INFANTINO	3,620,640 5/12/2009	U.S.	77/458,586 4/25/2008
Infantino, LLC	CART ADVENTURES	3,677,423 9/01/2009	U.S.	77/458,505 4/25/2008
Infantino, LLC	TRIPLE COMFORT RIDER	3,677,542 9/01/2009	U.S.	77/488,844 6/02/2008
Infantino, LLC	BALANCE	3,901,875 1/04/2011	U.S.	77/907,348 1/07/2010
Infantino, LLC	CRADLE NEST & SIT SLING	Pending	U.S.	77/907,362 1/07/2010
Infantino, LLC	CURVE NESTING SLING	Pending	U.S.	77/907,370 1/07/2010
Infantino, LLC	ECOSASH	3,905,611 1/11/2011	U.S.	77/907,357 1/07/2010
Infantino, LLC	FLIP	3,901,877 1/04/2011	U.S.	77/907,380 1/07/2010
Infantino, LLC	BREATHE	3,901,876 1/04/2011	U.S.	77/907,367 1/07/2010
Infantino, LLC	INFINITY	Pending	U.S.	85/016,209 4/16/2010

Infantino, LLC	ECLIPSE COVER & SHADE CARRIER	Pending	U.S.	77/960,532 3/16/2010
Infantino, LLC	SWITCH	Pending	U.S.	77/961,458 3/17/2010
Infantino, LLC	LULLABUDDY	Pending	U.S.	77/963,396 3/19/2010
Infantino, LLC	LUNA	Pending	U.S.	77/961,511 3/17/2010
Infantino, LLC	CLOUD	Pending	U.S.	77/961,236 3/17/2010
Infantino, LLC	CLOUD 9	Pending	U.S.	77/961,472 3/17/2010
Infantino, LLC	PARK PLACE	Pending	U.S.	85/007,375 4/06/2010
Infantino, LLC	WONDER COVER	Pending	U.S.	85/038,256 5/13/2010
Infantino, LLC	TOP & SHOP	Pending	U.S.	85/038,248 5/13/2010
Infantino, LLC	TOP & PLAY	Pending	U.S.	85/038,245 5/13/2010
Infantino, LLC	RENEW	Pending	U.S.	85/038,261 5/13/2010
Infantino, LLC	KABOODLE	Pending	U.S.	85/038,282 5/13/2010
Infantino, LLC	COCOON	Pending	U.S.	85/038,278 5/13/2010
Infantino, LLC	SNUGLER	Pending	U.S.	85/038,272 5/13/2010
Infantino, LLC	FOLD & GO BOUNCER	Pending	U.S.	85/038,268 5/13/2010
Infantino, LLC	THERE'S NO PLACE LIKE CLOSE	Pending	U.S.	85/095,301 7/28/2010
Infantino, LLC	UNION ERGONOMIC CARRIER	Pending	U.S.	85/073,899 6/29/2010
Infantino, LLC	COMPACT	Pending	U.S.	85/128,564 9/13/2010

Infantino, LLC	SMARTLY- DESIGNED CARRIERS WITH HAPPY LITTLE PRICE TAGS	Pending	U.S.	85/143,077 10/01/2010
Infantino, LLC	COMPACT	Pending	U.S.	85/143,081 10/01/2010
Infantino, LLC	NAPNEST	Pending	U.S.	85/147,855 10/07/2010
Infantino, LLC	SMARTLY- DESIGNED PRODUCTS FOR HAPPY PARENTING	Pending	U.S.	85/148,359 10/01/2010

PATENTS AND PATENT APPLICATIONS

Owner	Name	Appl. No./ Filing Date	Country	Patent No. Issue Date
Infantino, LLC	Infant Viewing Auto Mirror	11/749,055 5/15/2007	U.S.	7,670,014 3/02/2010
Infantino, LLC	Crib Mobile with Animated Characters	11/626,246 1/23/2007	U.S.	7,762,865 7/27/2010