

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
The Step2 Company, LLC		01/28/2011	LIMITED LIABILITY COMPANY: DELAWARE
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: 4			
Property Type	Number	Word Mark	
Registration Number:	3059536	THINKATIVITY	
Registration Number:	3435325	WICKER WEAVE	
Registration Number:	3091621	LITTLE STORYTELLER	
Serial Number:	77214751	ME2	
CORRESPONDENCE DATA			
Fax Number:	(704)339-3453		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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		

OP \$115.00 3059536

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TRADEMARK
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Signature:	/Marie J. Poveromo/
Date:	01/31/2011
Total Attachments: 4 source=security agreement step2 company 1 28 2011-155104#page1.tif source=security agreement step2 company 1 28 2011-155104#page2.tif source=security agreement step2 company 1 28 2011-155104#page3.tif source=security agreement step2 company 1 28 2011-155104#page4.tif	

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

January 28, 2011

WHEREAS, THE STEP2 COMPANY, LLC, a Delaware 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

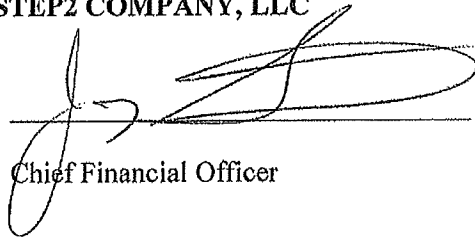
WHEREAS, the Pledgor has entered into an Amended and Restated Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of September 28, 2007, in which the Pledgor has agreed with Ares Capital Corporation (successor by merger to Allied Capital 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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THE STEP2 COMPANY, LLC

By: _____



Title: Chief Financial Officer

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

**TRADEMARK
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SCHEDULE A

TRADEMARKS AND TRADEMARK APPLICATIONS

Owner	Mark	Reg. No./ Reg. Date	Country	Appl. No./ Filing Date
The Step2 Company, LLC	THINKATIVITY	3,059,536 2/14/2006	U.S.	78/386,670 3/18/2004
The Step2 Company, LLC	WICKER WEAVE	3,435,325 5/27/2008	U.S.	77/285,834 9/21/2007
The Step2 Company, LLC	LITTLE STORYTELLER	3,091,621 5/09/2006	U.S.	78/567,628 2/15/2005
The Step2 Company	ME2	Pending	U.S.	77/214,751 6/25/2007

PATENTS AND PATENT APPLICATIONS

Owner	Name	Appl. No./ Filing Date	Country	Patent No. Issue Date
The Step2 Company, LLC	Container	29/150,546 11/19/01	U.S.	D463,123 9/24/02
The Step2 Company, LLC	Modern Lines Kitchen	29/339,897 7/09/2009	U.S.	D613,344 4/06/2010
The Step2 Company, LLC	Air T-ball	12/130,540 5/31/2008	U.S.	Provisional
The Step2 Company, LLC	Adjustable Height Table	12/752,302 4/02/2010	U.S.	Pending
The Step2 Company, LLC	Art Desk	12/559,806 9/15/2009	U.S.	Pending
The Step2 Company, LLC	Basketball Field Goal	12/796,271 9/27/2010	U.S.	Pending
The Step2 Company, LLC	Modular Inflatables	12/476,750 6/02/2009	U.S.	Pending
The Step2 Company, LLC	Nature Hut	12/433,409 4/30/2009	U.S.	Pending
The Step2 Company, LLC	Push Pull Coupe	12/398,296 3/05/2009	U.S.	Pending
The Step2 Company, LLC	Retro-Diner	61/028,633 2/14/2008	U.S.	Pending
The Step2 Company, LLC	Turtle Desk	12/559,806 9/15/2009	U.S.	Pending
The Step2 Company, LLC	X Chair	29/366,374 5/01/2009	U.S.	Pending