

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM392869

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BANK OF AMERICA, N.A., AS COLLATERAL AGENT		07/15/2016	NATIONAL ASSOCIATION: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GYM-MARK, INC.		
<b>Street Address:</b>	500 Howard Street		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94105		
<b>Entity Type:</b>	Corporation: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 14</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2901157		
<b>Registration Number:</b>	2845604		
<b>Registration Number:</b>	1950164	BUBBLEOODLES	
<b>Registration Number:</b>	3230755	GROWING YOUNG MINDS	
<b>Registration Number:</b>	1442236	GYMBO	
<b>Registration Number:</b>	1247804	GYMBO	
<b>Registration Number:</b>	2322435	GYMBOREE ON THE GO	
<b>Registration Number:</b>	3049256	GYMBOREE PLAY & MUSIC	
<b>Registration Number:</b>	3020189	GYMBOREE PLAY & MUSIC	
<b>Registration Number:</b>	3023327	GYMBOREE PLAY & MUSIC	
<b>Registration Number:</b>	3034780	GYMBOREE PLAY & MUSIC	
<b>Registration Number:</b>	1829987	GYMKIDS	
<b>Registration Number:</b>	1751612	PLAYGYM	
<b>Registration Number:</b>	4043412	GYMBOREE PLAY & MUSIC	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4157735759		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			

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**Phone:** 4157735700  
**Email:** ipprosecutionsf@orrick.com  
**Correspondent Name:** Beth M. Goldman  
**Address Line 1:** 2050 Main Street, Suite 1100  
**Address Line 2:** Orrick, Herrington & Sutcliffe LLP  
**Address Line 4:** Irvine, CALIFORNIA 92614-8255

**ATTORNEY DOCKET NUMBER:** 21536-39

**NAME OF SUBMITTER:** Beth M. Goldman

**SIGNATURE:** /Beth M. Goldman/

**DATE SIGNED:** 07/27/2016

**Total Attachments: 5**

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**ACKNOWLEDGEMENT OF RELEASE OF SECURITY INTERESTS IN  
UNITED STATES TRADEMARKS**

July 15, 2016

BANK OF AMERICA, N.A., as Collateral Agent, with offices at 100 Federal Street, Boston, MA 02110 (the "Grantee"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in reliance on that certain Officer's Certificate, dated as of July 15, 2016, hereby releases and discharges its security interest in: (i) all of its right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications of Gym-Mark, Inc., a California corporation (the "Grantor") set forth on Schedule A and Schedule B attached hereto (collectively, the "Specified Marks"), (ii) all Proceeds (as such term is defined in that certain Security Agreement, dated November 23, 2010 by and among, among others, the Grantor and the Grantee) and products of the Specified Marks, (iii) the goodwill of the businesses with which the Specified Marks are associated and (iv) all causes of action for infringement, or dilution of, or other injury to, any of the Specified Marks or unfair competition regarding the same (the "Security Interest").

The Security Interest in the Specified Marks was recorded in the U.S. Patent and Trademark Office: (i) with respect to the Specified Marks set forth on Schedule A, on that Grant of Security Interest in United States Trademarks, dated November 23, 2010 (the "2010 Grant") and recorded on November 23, 2010, at Reel 4409, Frame 0537 and (ii) with respect to the Specified Marks set forth on Schedule B, pursuant to that Grant of Security Interest in United States Trademarks, dated September 26, 2011 and recorded on October 6, 2011, at Reel 4637, Frame 0154. For the avoidance of doubt, the 2010 Grant remains in full force and effect, except with respect to the Specified Marks.








[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Acknowledgment as of the date first set forth above.

**BANK OF AMERICA, N.A.**, as  
Collateral Agent and Grantee

By:   
Name: Roger Malouf  
Title: Director

SCHEDULE A

<b>Trademark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
 Design Only	2901157	9-Nov-04
 Design Only	2845604	25-May-04
BUBBLEOODLES	1950164	23-Jan-96
 GROWING YOUNG MINDS	3230755	17-Apr-07
GYMBO	1442236	9-Jun-87
GYMBO	1247804	9-Aug-83
GYMBOREE ON THE GO	2322435	22-Feb-00
 GYMBOREE PLAY & MUSIC	3049256	24-Jan-06
 GYMBOREE PLAY & MUSIC	3020189	29-Nov-05
 GYMBOREE PLAY & MUSIC	3023327	6-Dec-05
 GYMBOREE PLAY & MUSIC	3034780	27-Dec-05

<b>Trademark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
GYMKIDS	1829987	5-Apr-94
PLAYGYM	1751612	9-Feb-93

SCHEDULE B

Trademark	Reg. No.	Reg. Date
GYMBOREE PLAY & MUSIC  GYMBOREE PLAY & MUSIC	4043412	18-Oct-11