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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings $\Rightarrow \Rightarrow \Rightarrow$ ∇ ∇ ∇ ∇ ∇ ∇

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
GACC, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Other State of New York

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: WELLS FARGO CENTURY, INC.
Internal Address: _____
Address: _____
Street Address: 119 West 40th Street
City: New York State: NY Zip: 10018

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of New York
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 29, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1,579,107

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jay Begler, Esq.
Internal Address: Buchanan Ingersoll, P.C.

Street Address: 140 Broadway

City: NY State: NY Zip: 100051

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-1448

DO NOT USE THIS SPACE

9. Signature:
Jay H. Begler, Esq. *Jay N Begler* 2/4/04
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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CH \$140.00 501448 1579107

SCHEDULE A

Schedule A to a Trademark Assignment of Security Agreement dated January 29 2004, by and between GACC, LLC. and WELLS FARGO CENTURY, INC.

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Country</u>	<u>Reg. Or Filing Date</u>
1,579,107	Shenanigans	USA	1/23/90
1,605,646	Colleen's Collectibles	USA	7/10/90
1,955,166	Katie's Kiosel	USA	2/06/96
2,042,698	Shannon's Secrets	USA	3/11/97
1,758,478	Malarky	USA	3/16/93
Unregistered	Emerald Isle	USA	N/A

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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, GACC, LLC., a limited liability company formed under the laws of New York ("GACC") located at 1410 Broadway, New York, NY 10018, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, GACC is obligated to WELLS FARGO CENTURY, INC. ("Century") located at 119 West 40th Street, New York, New York, 10018 pursuant to a Purchase, Sale and Trademark Collateral Security Agreement, dated the date hereof, between Century and GACC (the "Agreement"); and

WHEREAS, pursuant to the Agreements, GACC is granting to Century a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, GACC does hereby assign unto Century and grant to Century a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreement and in accordance with the terms and provisions thereof.

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STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

Just for V.A.

On this 29th day of January, 2004, before me personally came THOMAS ~~V. PIZZO~~ *Christopher*, to me known, who, being by me duly sworn, did depose and say that he is the PRESIDENT of Wells Fargo Century, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by like order by order of the board of directors of said corporation.

Natalina Coco

Notary Public

NATALINA COCO
Notary Public, State of New York
No. 01CO6093279
Qualified in Kings County
Commission Expires June 2, 2007

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