

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/31/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Enesco Group, Inc.		07/31/2003	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Enesco Group, Inc.
Street Address:	225 Windsor Drive
City:	Itasca
State/Country:	ILLINOIS
Postal Code:	60143
Entity Type:	CORPORATION: ILLINOIS

PROPERTY NUMBERS Total: 51

Property Type	Number	Word Mark
Registration Number:	2838698	FOUNDATIONS
Registration Number:	2721234	SPIRITUELLE
Registration Number:	2809894	MILIEU ENVIRONMENT FROM ENESCO
Registration Number:	2484954	CHERISHED TEDDIES
Registration Number:	2516829	CHERISHED TEDDIES BY ENESCO
Registration Number:	2824274	COUNTRYGATE
Registration Number:	2565934	CHERISHED RETAILER
Registration Number:	2360401	STANLEY HOME PRODUCTS
Registration Number:	2534539	TOUCHING LIVES WITH BEAUTY AND EMOTION
Registration Number:	2640031	FESTIVITIES BY ENESCO
Registration Number:	2605158	FESTIVITIES BY ENESCO
Registration Number:	2632142	FESTIVITIES BY ENESCO

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Registration Number:	2510901	FESTIVITIES BY ENESCO
Registration Number:	2470214	FESTIVITIES BY ENESCO
Registration Number:	2632141	FESTIVITIES BY ENESCO
Registration Number:	2550420	FESTIVITIES BY ENESCO
Registration Number:	2570355	FESTIVITIES BY ENESCO
Registration Number:	1946341	CALICO KITTENS
Registration Number:	1756896	CHERISHED TEDDIES
Registration Number:	1637947	QUALITY PLUS
Registration Number:	1507335	THE ENESCO TREASURY OF CHRISTMAS ORNAMENTS
Registration Number:	1390930	ENESCO
Registration Number:	1396351	STAN-PAC
Registration Number:	1358829	SELECTIVES
Registration Number:	1337482	STANLEY
Registration Number:	1237382	GROWING UP
Registration Number:	1250098	STANLEY HOME PRODUCTS
Registration Number:	1195765	AMAZO II
Registration Number:	1189366	SLIMLINE
Registration Number:	1203290	C-PLUS
Registration Number:	1179779	CLEAR THE AIR
Registration Number:	1055594	LADY CATHERINE
Registration Number:	1033471	SLIP-OFF
Registration Number:	903999	FIRST MATE
Registration Number:	877467	STANLEY
Registration Number:	890219	BIG WHEEL
Registration Number:	855326	LUSTRE LAST
Registration Number:	863709	ENDA-BUG
Registration Number:	847733	AQUILAUN
Registration Number:	806478	LEGEND OF LOVE
Registration Number:	669463	STANLEY
Registration Number:	636462	STANLEY
Registration Number:	629965	SLIMLINE
Registration Number:	623248	COOL-A-PED
Registration Number:	610392	COMMANDER
Registration Number:	630884	EZ WAXER
Registration Number:	556951	SILENT MAID

Registration Number:	561875	SILENT MAID
Registration Number:	426252	STAN-WICK
Registration Number:	401156	GERM-TROL
Registration Number:	2439488	LIFE IS A CAROUSEL

CORRESPONDENCE DATA

Fax Number: (312)609-5005

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: hmiller@vedderprice.com

Correspondent Name: Holly Miller

Address Line 1: 222 North LaSalle Street - 24th Floor

Address Line 4: Chicago, ILLINOIS 60601

NAME OF SUBMITTER:	Angelo J. Bufalino
Signature:	/Angelo J. Bufalino/
Date:	05/04/2005

Total Attachments: 7

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Form **BCA-11.25**
(Rev. Jan. 1999)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # **6299-621-8**

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

SUBMIT IN DUPLICATE

FILED

JUL 3 1 2003

**JESSE WHITE
SECRETARY OF STATE**

This space for use by
Secretary of State

Date **7-31-03**

Filing Fee **\$100.00**

Approved: *lt*

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

1. Names of the corporations proposing to ~~XXXXXX~~ ^{merge} and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
ENESCO GROUP, INC. <i>NS</i>	MASSACHUSETTS	17704842 <i>GS</i>
ENESCO GROUP ILLINOIS, INC. <i>S</i>	ILLINOIS	6299-621-8 <i>GS</i>

2. The laws of the state or country under which each corporation is incorporated permits such merger, ~~XXXXXX~~ or ~~XXXXXX~~

3. (a) Name of the ~~XXXX~~ ^{surviving} corporation: ENESCO GROUP ILLINOIS, INC.

(b) It shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~XXXXXX~~ ^{merger} is as follows:
~~XXXXXX~~

SEE ATTACHED AGREEMENT AND PLAN OF MERGER

PAID
JUL 3 1 2003
EXPEDITED
SECRETARY OF STATE

5. Plan of ~~consolidation~~ ^{merger} was approved, as to each corporation not organized in Illinois, in compliance with the laws of the ~~state~~ ^{state} under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ENESCO GROUP ILLINOIS, INC.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, ~~consolidation or exchange~~ by the Secretary of State of the State of Illinois:

- The surviving, ~~new or acquiring~~ corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, ~~new~~ or ~~acquiring~~ corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, ~~consolidation or exchange~~ the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

TRADEMARK

REEL: 003077 FRAME: 0882

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____
 (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated JULY 30, 2003
 (Month & Day) (Year)

attested by M. Frances Durden
 (Signature of Secretary or Assistant Secretary)

M. Frances Durden, Clerk & Vice President
 (Type or Print Name and Title)

ENESCO GROUP, INC.
 (Exact Name of Corporation)

by Daniel Dalle Molle
 (Signature of President or Vice President)

DANIEL DALLEMOLLE, PRESIDENT
 (Type or Print Name and Title)

Dated July 30, 2003
 (Month & Day) (Year)

attested by M. Frances Durden
 (Signature of Secretary or Assistant Secretary)

M. Frances Durden, Vice President & Secretary
 (Type or Print Name and Title)

ENESCO GROUP ILLINOIS, INC.
 (Exact Name of Corporation)

by Daniel Dalle Molle
 (Signature of President or Vice President)

DANIEL DALLEMOLLE, PRESIDENT
 (Type or Print Name and Title)

Dated _____, _____
 (Month & Day) (Year)

attested by _____
 (Signature of Secretary or Assistant Secretary)

 (Type or Print Name and Title)

 (Exact Name of Corporation)

by _____
 (Signature of President or Vice President)

 (Type or Print Name and Title)

AGREEMENT AND PLAN OF MERGER
OF
ENESCO GROUP, INC.
(a Massachusetts corporation)

WITH AND INTO

ENESCO GROUP ILLINOIS, INC.
(an Illinois corporation)

THIS AGREEMENT AND PLAN OF MERGER, by and between Enesco Group, Inc., a Massachusetts corporation (herein sometimes called the "Massachusetts Corporation") and Enesco Group Illinois, Inc., an Illinois corporation (herein sometimes called the "Illinois Corporation"),

WITNESSETH:

WHEREAS, the Massachusetts Corporation is incorporated and in good standing in the Commonwealth of Massachusetts, and is authorized to issue a total of 80,000,000 shares of Common Stock, with par value of \$0.125 per share; and

WHEREAS, the Illinois Corporation is incorporated and in good standing under the laws of the State of Illinois, and is authorized to issue a total of 80,000,000 shares of common stock, with par value \$0.125 per share, and the total number of shares that are issued and outstanding is 100 shares of common stock, all of which are owned by the Massachusetts Corporation; and

WHEREAS, the laws of the Commonwealth of Massachusetts and the State of Illinois permit the merger of said corporations (herein sometimes called the "constituent corporations") into a single corporation; and,

WHEREAS, it is deemed advisable by the Board of Directors of each of the constituent corporations that the Massachusetts Corporation merge with and into the Illinois Corporation;

NOW, THEREFORE, it is agreed as follows:

1. As of the Effective Date (as hereinafter defined), the Massachusetts Corporation shall be and hereby is merged pursuant to Section 11.35 of the Illinois Business Corporation Act of 1983 (as amended) into the Illinois corporation (the "Merger"). The Illinois Corporation shall be the surviving corporation and it shall continue and shall be deemed to continue for all purposes whatsoever after the merger of the Massachusetts Corporation with and into the Illinois Corporation. For convenience, the Illinois Corporation, as it shall exist after such merger, is hereinafter referred to as the "Surviving Corporation."

2. The Merger shall become effective after this Agreement has been adopted by the Massachusetts Corporation and by the Illinois Corporation and appropriate documentation has been prepared and filed in accordance with the laws of the Commonwealth of Massachusetts and the State of Illinois. The time when the Merger shall become effective is referred to herein as the "Effective Date" and shall be July 31, 2003, at 4:00 p.m. Central Daylight Savings Time. At that time, the separate legal existence of the Massachusetts Corporation shall cease and all business previously conducted by the Massachusetts Corporation shall thereafter be conducted by the Illinois Corporation, which shall remain in existence after the Effective Date as the Surviving Corporation.
3. From and after the Effective Date, the assets and liabilities of the Massachusetts Corporation and the Illinois Corporation shall be carried on the books of the Surviving Corporation at the amounts at which they shall be carried at such time on the respective books of the Massachusetts Corporation and the Illinois Corporation, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the Merger; and, subject to such action as may be taken by the board of directors of the Surviving Corporation in accordance with generally accepted accounting principles, the paid-in capital of the Surviving Corporation shall be equal to the sum of the paid-in capital of the Massachusetts Corporation and the Illinois Corporation.
4. From and after the Effective Date, the Surviving Corporation shall be governed by the laws of the State of Illinois. The present Articles of Incorporation of the Illinois Corporation shall continue to be the Articles of Incorporation of the Surviving Corporation, except that the Articles of Incorporation of the Illinois Corporation shall be amended to provide that the name of the Surviving Corporation shall be Enesco Group, Inc. The present By-laws of the Illinois Corporation shall be and remain the By-laws of the Surviving Corporation and the existing By-laws of the Massachusetts Corporation shall no longer be in effect. The directors and officers of the Illinois Corporation immediately prior to the Effective Date shall continue to be the directors and officers of the Surviving Corporation upon the Effective Date.
5. Each share of Common Stock of the Massachusetts Corporation which shall be issued and outstanding immediately prior to the Effective Date shall be converted into one share of Common Stock of the Surviving Corporation as of the Effective Date, and from and after the Effective Date, the holders of all said issued and outstanding shares of the Massachusetts Corporation shall automatically be and become holders of the shares of all of the issued and outstanding shares of the Illinois Corporation upon the basis above specified. Each share of Common Stock of the Massachusetts Corporation held in the treasury of the Massachusetts Corporation immediately prior to the Effective Date shall be converted into one share of the Common Stock of the Surviving Corporation as of the Effective Date, which shares shall then continue to be retained and held by the Surviving Corporation in the treasury thereof. Each warrant, option, or other derivative security to purchase Common Stock of the Massachusetts Corporation, if any, that is effective immediately prior to the Effective Date shall be converted into a warrant, option, or other derivative security, as applicable, to purchase Common Stock of the Surviving Corporation, as of the Effective Date. Such instruments shall be exercisable in accordance with their terms and conditions. As of the Effective Date, the Surviving

Corporation shall assume all obligations of the Massachusetts Corporation under any and all employee benefit plans in effect as of the Effective Date or with respect to which any employee rights or accrued benefits are outstanding as of the Effective Date.

6. After the Effective Date, each holder of record of any outstanding certificate or certificates evidencing Common Stock of the Massachusetts Corporation may surrender the same to the Surviving Corporation's transfer agent, at its offices in Ridgefield Park, New Jersey, and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing a like number of shares of Common Stock of the Surviving Corporation. Until so surrendered, each outstanding certificate which prior to the Effective Date represented one or more shares of Common Stock of the Massachusetts Corporation shall be deemed for all corporate purposes to evidence ownership of shares of Common Stock of the Surviving Corporation.
7. No *pro rata* issuance of the shares of stock of the Illinois Corporation that are owned by the Massachusetts Corporation immediately prior to the Merger shall be made, and such shares shall be surrendered and extinguished.
8. This Agreement may be amended, terminated and abandoned by action of the Board of Directors of the Massachusetts Corporation or the Illinois Corporation at any time prior to the Effective Date, for any reason whatsoever.
9. Upon the Effective Date the rights, capacity, privileges, powers, franchises and authority of each of the constituent corporations, and all property real, personal and mixed, and all debts, obligations and liabilities, due to each of the constituent corporations on whatever account as well as for subscriptions for shares as for all other things, belonging to each of the constituent corporations shall be vested in the Surviving Corporation; and all such property, rights, capacity, privileges, powers, franchises, authority and immunities and all and every other interest shall be thereafter as fully and effectually the property of the Surviving Corporation as though they were the property of the several and respective constituent corporations, and shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of the creditors of the constituent corporations shall be preserved unimpaired and all debts, liabilities (including liability, if any, to dissenting shareholders) and duties of the respective constituent corporations shall thenceforth be attached to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.
10. As the Surviving Corporation, Enesco Group Illinois, Inc. hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of the Massachusetts Corporation and any obligations hereafter incurred by Enesco Group Illinois, Inc., including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the Massachusetts Corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181 of the General Laws of Massachusetts.

11. The address to which a copy of process shall be mailed by the Secretary of the Commonwealth of the Commonwealth of Massachusetts shall be c/o M. Frances Durden, Esq., 225 Windsor Drive, Itasca, Illinois 60143.
12. The proposed merger herein certified has been adopted, approved, certified, executed, and acknowledged by the Massachusetts Corporation in the manner provided in section 78, Chapter 156B of the General Laws of Massachusetts, and by the Illinois Corporation in accordance with Article 11 of the Illinois Business Corporation Act of 1983, as amended.
13. A copy of this Agreement and Plan of Merger shall be kept with the records of meetings of shareholders of the Surviving Corporation, shall be made available at such location for inspection by any shareholder of the Surviving Corporation or any person who immediately prior to the Effective Date was a stockholder of the Massachusetts Corporation, and a copy shall be furnished upon request, without charge, to any shareholder of the Surviving Corporation or any person who immediately prior to the Effective Date was a stockholder of the Massachusetts Corporation
14. The officers of the Surviving Corporation shall file such additional documents with the Secretary of State of Illinois and the Secretary of the Commonwealth of Massachusetts as are required by the Illinois Business Corporation Act of 1983, as amended, including, but not limited to, Article 11 thereof, and Chapter 156B of the General Laws of Massachusetts, and the respective registries of deeds and recorders of deeds of Massachusetts and Illinois, as are required to document the completion of the Merger.

Signed and attested to on July 30, 2003.

ENESCO GROUP, INC.,
a Massachusetts corporation

By: Daniel DalleMolle
Daniel DalleMolle,
President of Enesco Group, Inc.

Attest:

M. Frances Durden
M. Frances Durden, Esq.,
Clerk and Vice President
of Enesco Group, Inc.

ENESCO GROUP ILLINOIS, INC.,
an Illinois corporation

By: Daniel DalleMolle
Daniel DalleMolle, President of Enesco
Group Illinois, Inc.

Attest:

M. Frances Durden
M. Frances Durden, Esq.,
Vice President and Secretary
of Enesco Group Illinois, Inc.