

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	GRANT OF A SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Things Remembered Personalized Gifts, Inc.		09/28/2006	CORPORATION: OHIO

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 16**

Property Type	Number	Word Mark
Registration Number:	1627655	MONOGRAMS ETC.
Registration Number:	2981769	THINGS ENGRAVED
Registration Number:	1713471	REFLECTIONS
Registration Number:	1809064	DANBURY CLOCK COMPANY
Registration Number:	1305481	THINGS REMEMBERED ENGRAVED GIFTS
Registration Number:	1022232	THINGS REMEMBERED
Registration Number:	2444538	THINGS REMEMBERED
Registration Number:	1555109	KEYS EXPRESS AMERICA'S KEY EXPERT
Registration Number:	2119030	PERSONALLY YOURS MONOGRAMMED & ENGRAVED GIFTS
Registration Number:	1574053	WHERE AMERICA SHOPS FOR KEYS
Registration Number:	2866278	CHERISHED WEDDING
Registration Number:	2464565	REFLECTIONS ACCENTS

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Registration Number:	2485653	REFLECTIONS MARQUIS
Registration Number:	2440425	TR
Registration Number:	2454770	THINGS REMEMBERED PERSONALIZED GIFTS
Registration Number:	2643318	EXPRESSIONS FROM THE HEARTS

**CORRESPONDENCE DATA**

Fax Number: (212)593-5955  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-756-2264  
Email: marc.wytenbach@srz.com  
Correspondent Name: Marc Wytenbach, Esq.  
Address Line 1: 919 Third Avenue  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	005132.0002
NAME OF SUBMITTER:	Marc Wytenbach, Esq. (005132.0002)
Signature:	/kc for maw/
Date:	10/03/2006

**Total Attachments: 4**  
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## GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, Things Remembered Personalized Gifts, Inc., an Ohio corporation (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated September 29, 2006 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Ares Capital Corporation, a Delaware corporation, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties and the L/C Issuer (each such term as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties and the L/C Issuer, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of September 28, 2006.

THINGS REMEMBERED PERSONALIZED GIFTS, INC

By:

Suzanne Sutter  
Name: Suzanne Sutter, President  
Title: Suzanne Sutter, President

STATE OF Ohio  
ss.:  
COUNTY OF Cuyahoga

On this 28<sup>th</sup> day of September, 2006, before me personally came SOZANNE SUTTER, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the PRESIDENT of THINGS REMEMBERED PERSONALIZED GIFTS INC a OHIO CORPORATION, and that s/he executed the foregoing instrument in the firm name of \_\_\_\_\_, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

[Signature]

[NOTARY SEAL]  
CHARLES J. IDOLD, Attorney  
NOTARY PUBLIC - STATE OF OHIO  
My commission has no expiration date  
Section 147.02 R.C.

Trademark Security  
Agreement

Schedule A

<u>Country</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
U.S.	MONOGRAMS ETC.	1,627,655	1/25/90	12/11/90
U.S.	THINGS ENGRAVED	2,981,769	2/13/03	8/2/05
U.S.	REFLECTIONS	1,713,471	9/16/91	9/8/92
U.S.	DANBURY CLOCK COMPANY	1,809,064	9/28/92	12/7/93
U.S.	THINGS REMEMBERED ENGRAVED GIFTS	1,305,481	9/8/83	11/13/84
U.S.	THINGS REMEMBERED	1,022,232	10/29/73	10/7/75
U.S.	THINGS REMEMBERED	2,444,538	5/12/00	4/17/01
U.S.	KEYS EXPRESS AMERICA'S KEY EXPERT	1,555,109	12/22/88	9/5/89
U.S.	PERSONALLY YOURS MONOGRAMMED & ENGRAVED GIFTS (design)	2,119,030	5/23/96	12/9/97
U.S.	WHERE AMERICA SHOPS FOR KEYS	1,574,053	5/22/89	12/26/89
U.S.	CHERISHED WEDDING	2,866,278	5/21/03	7/27/04
U.S.	REFLECTIONS ACCENTS	2,464,565	10/13/99	6/26/01
U.S.	REFLECTIONS	2,485,653	10/16/98	9/4/01

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	MARQUIS			
U.S.	TR (stylized) (design)	2,440,425	11/1/99	4/3/01
U.S.	THINGS REMEMBERED - PERSONALIZED GIFTS	2,454,770	11/1/99	5/29/01
U.S.	EXPRESSIONS FROM THE HEART	2,643,318	5/21/99	10/29/02
Canada	Things Remembered	Appln. s.n. 10/70572		

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