

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Spencer Gifts LLC		08/20/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Laminar Direct Capital, L.P., as Term Loan Agent
Street Address:	10000 Memorial Drive
Internal Address:	Suite 500
City:	Houston
State/Country:	TEXAS
Postal Code:	77024
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 49

Property Type	Number	Word Mark
Registration Number:	2288829	AURORA
Registration Number:	2716217	BODY RAGE
Registration Number:	2600486	BODY RAGE
Registration Number:	2585092	CINEMA SCREAMS
Registration Number:	2572359	DAISY
Registration Number:	1689438	DAPY
Registration Number:	2583531	DAPY
Registration Number:	2081567	FORBIDDEN PLEASURES
Registration Number:	2123409	FRIGHT STUFF
Registration Number:	1518073	FRIGHT STUFF
Registration Number:	2120642	GLOW
Registration Number:	2204299	
Registration Number:	2100325	GLOW

OP \$1240.00 2288829

Registration Number:	2722394	GROOVE TUBE
Registration Number:	2547947	HALLOWEEN HEADQUARTERS
Registration Number:	2832621	HIDDEN ILLUSIONS
Registration Number:	2931490	HIDDEN ILLUSIONS
Registration Number:	2000248	HOLLYWOOD ILLUSIONS
Registration Number:	3068834	LINK'D
Registration Number:	2227195	LUMASERIES
Registration Number:	2694886	MEGAVOLT
Registration Number:	3039238	MIDNIGHT REALMS
Registration Number:	2911522	MOLTEN MOTION WAX LITE
Registration Number:	2911523	MOLTEN MOTION WAX LITE
Registration Number:	2722355	NEUTRON
Registration Number:	1478090	SG
Registration Number:	3229261	SMART ASS CLASSIC
Registration Number:	0832689	SPENCER GIFTS
Registration Number:	857651	SPENCER GIFTS
Registration Number:	3002385	SPENCER'S
Registration Number:	3121185	SPENCER'S
Registration Number:	2341574	SPIRIT
Registration Number:	2341576	SPIRIT
Registration Number:	2353856	SPIRIT HALLOWEEN SUPERSTORES
Registration Number:	2582885	SPIRIT PARTY & COSTUME
Registration Number:	2281285	STARDUST
Registration Number:	3022733	THE DEATH CRAWLER
Registration Number:	3022734	THE ROTTEN HEADS
Registration Number:	2174766	THIS AIN'T NO LIBRARY CARD
Registration Number:	2686244	WILD 'N' CRAZY
Registration Number:	2033510	WILD 'N' CRAZY CARD
Registration Number:	2776366	WORLD'S HALLOWEEN HEADQUARTERS
Serial Number:	77015920	EVIL OWEN
Serial Number:	77102624	FREE AT LAST! DIVORCE PARTY
Serial Number:	78742392	HOLIDAY SPIRIT
Serial Number:	78811045	ORIGINAL PRANKSTERS
Serial Number:	77102568	THE CHRISTMAS OUTLET
Serial Number:	77102542	THE CHRISTMAS OUTLET

Serial Number:

76572793

THE UNDERGROUND

CORRESPONDENCE DATA

Fax Number: (919)416-8363

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

Phone: 9192868041

Email: pto_tmconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:

033532.073 NTSPENC JES/KA

NAME OF SUBMITTER:

John E. Slaughter

Signature:

/John E. Slaughter/

Date:

09/25/2007

Total Attachments: 5

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of August 20, 2007 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Laminar Direct Capital L.P., as Term Loan Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	<u>Date of Trademark</u>
	See Schedule 1	

TRADEMARK APPLICATIONS

<u>Trademark Applications No..</u>	Description of Trademark <u>Applied For</u>	<u>Date of Trademark Applications</u>
	See Schedule 1	

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

SPENCER GIFTS LLC,

By: Spencer Gifts Holdings, Inc., its Sole
Member

By: 

Name: Isaac Silvera

Title: COO & CFO

SPENCER GIFTS LLC
NOTICE OF GRANT OF SECURITY
INTEREST IN TRADEMARKS

TRADEMARK
REEL: 003627 FRAME: 0181

Acknowledged and Accepted:

LAMINAR DIRECT CAPITAL L.P., as Term Loan Agent

By: *Robert J. Ladd*

Name: Robert Ladd

Title: Authorized Signatory

SPENCER GIFTS LLC
NOTICE OF GRANT OF SECURITY
INTEREST IN TRADEMARKS

TRADEMARK
REEL: 003627 FRAME: 0182

SCHEDULE I

**Spencer Gifts LLC
(Delaware Limited Liability Company)**

Trademark Registrations and Applications

Trademark	Country	Serial No.	Registration No.	Registration Date
Aurora	United States	75516876	2288829	10/26/1999
Body Rage	United States	76130831	2716217	5/13/2003
Body Rage	United States	76167809	2600486	7/30/2002
Cinema Screams	United States	76276580	2585092	6/25/2002
Daisy	United States	76191366	2572359	5/21/2002
Dapy	United States	74157140	1689438	5/26/1992
Dapy and Design	United States	76115076	2583531	6/18/2002
Evil Owen	United States	77015920		
Forbidden Pleasures	United States	75152264	2081567	7/22/1997
Free at Last! Divorce Party	United States	77102624		
Fright Stuff	United States	75194584	2123409	12/23/1997
Fright Stuff and Design	United States	73717876	1518073	12/27/1988
Glow	United States	75192434	2120642	12/9/1997
Glow - Exclamation Point Design	United States	75143139	2204299	11/17/1998
Glow and Design	United States	75095451	2100325	9/23/1997
Groove Tube	United States	76319307	2722394	6/3/2003
Halloween Headquarters	United States	75773918	2547947	3/12/2002
Hidden Illusions	United States	76366310	2832621	4/13/2004
Hidden Illusions	United States	76977147	2931490	3/8/2005
Holiday Spirit	United States	78742392		
Hollywood Illusions and Design	United States	74522449	2000248	9/10/1996
LINK'D	United States	76/610,205	3068834	3/14/2006
Lumaseries	United States	75272499	2227195	3/2/1999
Megavolt	United States	76/308,256	2694886	3/11/2003
Midnight Realms	United States	76/592,546	3039238	1/10/2006
Molten Motion Wax Lite	United States	76514541	2,911,522	12/14/2004
Molten Motion Wax Lite	United States	76514542	2911523	12/14/2004
Neutron	United States	76/307,006	2722355	6/3/2003
Original Pranksters	United States	78811045		
SG and Design	United States	73667155	1478090	2/23/1988
Smart Ass Classic	United States	78764212	3229261	4/17/2007
Spencer Gifts	United States	72260623	0832689	7/25/1967

Spencer Gifts	United States	72276293	857651	9/24/1968
Spencer's	United States	76/564,494	3002385	9/27/2005
Spencer's	United States	76/564,495	3121185	7/25/2006
Spirit	United States	75776163	2341574	4/11/2000
Spirit and Design	United States	75776555	2341576	4/11/2000
Spirit Halloween Superstores	United States	75776245	2353856	5/30/2000
Spirit Party & Costume	United States	75773919	2582885	6/18/2002
Stardust	United States	75517100	2281285	9/28/1999
The Christmas Outlet	United States	77102568		
The Christmas Outlet	United States	77102542		
The Death Crawler	United States	76616492	3022733	12/6/2005
The Rotten Heads	United States	76/616493	3022734	12/6/2005
The Underground	United States	76/572,793		
This Ain't No Library Card	United States	75290811	2174766	7/21/1998
Wild 'N' Crazy	United States	76398176	2686244	2/11/2003
Wild 'N' Crazy Card	United States	74723392	2033510	1/28/1997
World's Halloween Headquarters	United States	76295365	2776366	10/21/2003

Trademark Licenses

1. Trademark License Agreement, dated April 30, 2003, between Spencer Gifts LLC and Vivendi Universal Entertainment LLLP ("VUE"), granting VUE rights to use the DAPY and GLOW! trademarks at Universal City Walk, Hollywood, California.
2. Trademark License Agreement, dated April 30, 2003, between Spencer Gifts LLC and Vivendi Universal Entertainment LLLP ("VUE"), granting VUE rights to use the DAPY and GLOW! trademarks at Universal City Walk, Orlando, Florida.