

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Supplement No. 1 to Security Agt		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FACTORY CARD & PARTY OUTLET CORP.		12/21/2007	CORPORATION: DELAWARE
FACTORY CARD OUTLET OF AMERICA LTD.		12/21/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Credit Suisse		
Street Address:	11 Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	Bank:		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	1834213	PARTY MANIA	
Registration Number:	2093234	FACTORY CARD OUTLET	
Registration Number:	2668943	FACTORY CARD & PARTY OUTLET	
Registration Number:	2683184	FACTORY CARD & PARTY OUTLET	
Serial Number:	78617151	MORE PARTY FOR YOUR DOLLAR	
CORRESPONDENCE DATA			
Fax Number:	(866)826-5420		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	301-638-0511		
Email:	ipresearchplus@comcast.net		
Correspondent Name:	IP Research Plus, Inc.		
Address Line 1:	21 Tadcaster Circle		
Address Line 2:	attn: Penelope J.A. Agodoa		

OP \$140.00 1834213

900096898

TRADEMARK
REEL: 003699 FRAME: 0849

Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER: 32589

NAME OF SUBMITTER: Penelope J.A. Agodoa

Signature: /pja/

Date: 01/18/2008

Total Attachments: 23
source=32590#page1.tif
source=32590#page2.tif
source=32590#page3.tif
source=32590#page4.tif
source=32590#page5.tif
source=32590#page6.tif
source=32590#page7.tif
source=32590#page8.tif
source=32590#page9.tif
source=32590#page10.tif
source=32590#page11.tif
source=32590#page12.tif
source=32590#page13.tif
source=32590#page14.tif
source=32590#page15.tif
source=32590#page16.tif
source=32590#page17.tif
source=32590#page18.tif
source=32590#page19.tif
source=32590#page20.tif
source=32590#page21.tif
source=32590#page22.tif
source=32590#page23.tif

SUPPLEMENT NO. 1

SUPPLEMENT NO. 1 dated as of December 21, 2007 (this "**Supplement**"), to the Pledge and Security Agreement dated as of May 25, 2007 (the "**Security Agreement**"), among Amscan Holdings, Inc., a Delaware corporation (the "**Borrower**"), AAH Holdings Corporation, a Delaware corporation ("**Holdings**"), each Subsidiary of the Borrower party from time to time thereto (each such Subsidiary individually a "**Subsidiary Party**" and collectively, the "**Subsidiary Parties**"; the Subsidiary Parties, Holdings and the Borrower are referred to collectively herein as the "**Grantors**"), and Credit Suisse, as administrative agent and as collateral agent (in such capacity, the "**Agent**").

A. Reference is made to the Term Loan Credit Agreement dated as of May 25, 2007 (as amended, supplemented or otherwise modified from time to time, the "**Credit Agreement**"), among Holdings, the Borrower, the Subsidiary Parties, the lenders from time to time party thereto, and the Agent.

B. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Credit Agreement and the Security Agreement referred to therein.

C. The Grantors have entered into the Security Agreement in order to induce the Lenders to make Loans. Section 7.12 of Security Agreement and Section 5.10 of the Credit Agreement provide that additional Domestic Subsidiaries of the Borrower may become Subsidiary Parties under the Security Agreement by execution and delivery of an instrument in the form of this Supplement. Each of the undersigned, Factory Card & Party Outlet Corp. ("**FCPO**"), a subsidiary of the Borrower, and Factory Card Outlet of America LTD., a subsidiary of FCPO, (together, the "**New Subsidiaries**") is executing this Supplement in accordance with the requirements of the Credit Agreement to become a Subsidiary Party under the Security Agreement in order to induce the Lenders to make additional Loans and as consideration for Loans previously made.

Accordingly, each Agent and each New Subsidiary agrees as follows:

SECTION 1. In accordance with Section 7.13 of the Security Agreement, each of the New Subsidiaries by its signature below becomes a Subsidiary Party and a Grantor under the Security Agreement with the same force and effect as if originally named therein as a Subsidiary Party and each of the New Subsidiaries hereby (a) agrees to all the terms and provisions of the Security Agreement applicable to it as a Subsidiary Party and Grantor thereunder and (b) represents and warrants that the representations and warranties made by it as a Grantor thereunder that are qualified as to materiality are true and correct on and as of the date hereof and those that are not so qualified are true and correct in all material respects. In furtherance of the foregoing, each of the New Subsidiaries, as security for the payment and performance in full of the Secured Obligations, does

hereby create and grant to the Agent, its successors and assigns, for the benefit of the Secured Parties, their successors and assigns, a security interest in and Lien on all of such New Subsidiary's right, title and interest in and to the Collateral of such New Subsidiary. Each reference to a "Grantor" in the Security Agreement shall be deemed to include each of the New Subsidiaries. The Security Agreement is hereby incorporated herein by reference.

SECTION 2. Each of the New Subsidiaries represents and warrants to the Agent and the other Secured Parties that this Supplement has been duly authorized, executed and delivered by it and constitutes its legal, valid and binding obligation, enforceable against it in accordance with its terms, except as enforcement may be limited by bankruptcy, insolvency or similar laws and except insofar as enforcement thereof is subject to general principles of equity.

SECTION 3. This Supplement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. This Supplement shall become effective when the Agent shall have received a counterpart of this Supplement that bears the signature of each of the New Subsidiaries and the Agent has executed a counterpart hereof. Delivery of an executed signature page to this Supplement by facsimile transmission shall be as effective as delivery of a manually signed counterpart of this Supplement.

SECTION 4. Each of the New Subsidiaries hereby represents and warrants that (a) set forth on Schedule I attached hereto is a true and correct schedule of the location of any and all material Collateral of such New Subsidiary (other than in-transit inventory), (b) set forth on Schedule II attached hereto is a true and correct schedule of all the Pledged Collateral of such New Subsidiary, (c) set forth on Schedule III attached hereto is a true and correct schedule of all Patents, Trademarks and Copyrights of such New Subsidiary and (d) set forth under its signature hereto, is the true and correct legal name of such New Subsidiary, its jurisdiction of formation and the location of its chief executive office.

SECTION 5. Except as expressly supplemented hereby, the Security Agreement shall remain in full force and effect.

SECTION 6. THIS SUPPLEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

SECTION 7. In case any one or more of the provisions contained in this Supplement should be held invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein and in the Security Agreement shall not in any way be affected or impaired thereby (it being understood that the invalidity of a particular provision in a particular jurisdiction shall not in and of itself affect the validity of such provision

in any other jurisdiction). The parties hereto shall endeavor in good-faith negotiations to replace the invalid, illegal or unenforceable provisions with valid provisions the economic effect of which comes as close as possible to that of the invalid, illegal or unenforceable provisions.

SECTION 8. All communications and notices hereunder shall be in writing and given as provided in Section 7.01 of the Security Agreement.

SECTION 9. Each of the New Subsidiaries agrees to reimburse each Agent for its reasonable out-of-pocket expenses in connection with this Supplement, including the reasonable fees, other charges and disbursements of counsel for such Agent.

IN WITNESS WHEREOF, each of the New Subsidiaries and each Agent
have duly executed this Supplement to the Pledge and Security Agreement as of
the date first above written.

FACTORY CARD & PARTY OUTLET CORP.

By: 

Name: Gary W. Rada

Title: President and Chief Executive
OfficerLegal Name: FACTORY CARD &
PARTY OUTLET CORP.

Jurisdiction of Formation: Delaware

Location of Chief Executive Office:
Naperville, IllinoisFACTORY CARD OUTLET OF AMERICA
LTD.By: 

Name: Gary W. Rada

Title: President and Chief Executive
OfficerLegal Name: FACTORY CARD
OUTLET OF AMERICA LTD.

Jurisdiction of Formation: Illinois

Location of Chief Executive Office:
Naperville, Illinois

CREDIT SUISSE, CAYMAN ISLANDS
BRANCH, as Administrative Agent and as
Collateral Agent

By:  

Name:

Title:

IAN NALITT
VICE PRESIDENTJAMES NEIRA
ASSOCIATE

Supplement No.1 to Term Loan Pledge and Security Agreement

Schedule I
to Supplement No 1 to the
Pledge and Security Agreement

LOCATION OF COLLATERAL

Description	Location
Store Inventory	#102 Factory Card Outlet of America 138 W. Roosevelt Rd. Villa Park, IL 60181
Store Inventory	#105 Factory Card Outlet of America 364 W. Army Trail Rd. Bloomington, IL 60108
Store Inventory	#109 Factory Card Outlet of America 7511 South Lemont Center Darien, IL 60559
Store Inventory	#113 Factory Card Outlet of America 2712 Plainfield Road Joliet, IL 60435
Store Inventory	#115 Factory Card Outlet of America 2103 N. Veterans Parkway, Suite 324 Bloomington, IL 61704
Store Inventory	#117 Factory Card Outlet of America 6560 Fullerton Avenue Chicago, IL 60707
Store Inventory	#118 Factory Card Outlet of America 6143 East State Street Rockford, IL 61108
Store Inventory	#119 Factory Card Outlet of America 102 Countryside Countryside, IL 60525
Store Inventory	#123 Factory Card Outlet of America 7337 West 25th Street Unit B2 North Riverside, IL 60546
Store Inventory	#124 Factory Card Outlet of America 7154 West Dempster Morton Grove, IL 60053
Store Inventory	#126 Factory Card Outlet of America 9950 S. Ridgeland Chicago, IL 60652
Store Inventory	#128 Factory Card Outlet of America 8045-49 South Cicero Avenue Chicago, IL 60652

Description	Location
Store Inventory	#131 Factory Card Outlet of America 1630 E. 80th Avenue Merrillville, IN 46410
Store Inventory	#134 Factory Card Outlet of America 676-H South Whitney Way Madison, WI 53705
Store Inventory	#135 Factory Card Outlet of America 5816 Grape Road Mishawaka, IN 46545
Store Inventory	#136 Factory Card Outlet of America 9190 Green Bay Road, #5 Brown Deer, WI 53209
Store Inventory	#137 Factory Card Outlet of America 428 S. Route 59 Naperville, IL 60540
Store Inventory	#139 Factory Card Outlet of America 4367 16th Street Moline, IL 61265
Store Inventory	#140 Factory Card Outlet of America 16900J West Bluemound Road, Brookfield, WI 53005
Store Inventory	#141 Factory Card Outlet of America 6718 West Greenfield West Allis, WI 53214
Store Inventory	#142 Factory Card Outlet of America 1737 East West Road Calumet City, IL 60409
Store Inventory	#143 Factory Card Outlet of America 15778 La Grange Road Orland Park, IL 60462
Store Inventory	#145 Factory Card Outlet of America 10328 W. Silver Spring Drive Milwaukee, WI 53225
Store Inventory	#147 Factory Card Outlet of America 5926B Crawfordsville Road Speedway, IN 46224
Store Inventory	#148 Factory Card Outlet of America 906 N. U.S. 31 Greenwood, IN 46142
Store Inventory	#149 Factory Card Outlet of America 2620 Lake Circle Drive Indianapolis, IN, 46268
Store Inventory	#150 Factory Card Outlet of America 5511 Coldwater Road, Suite C, Fort Wayne, IN, 46825

Description	Location
Store Inventory	#151 Factory Card Outlet of America 1370 Twixt Town Road, Marion, IA 52302
Store Inventory	#153 Factory Card Outlet of America 1300 Salem Road S.W. Rochester, MN, 55902
Store Inventory	#154 Factory Card Outlet of America 5201Q Washington Avenue Racine, WI 53406
Store Inventory	#155 Factory Card Outlet of America 4048 Taylorsville Road Louisville, KY 40220
Store Inventory	#156 Factory Card Outlet of America 6325 S.E. 14th Street Des Moines, IA 50320
Store Inventory	#157 Factory Card Outlet of America 13439 West Center Road Omaha, NE, 68114
Store Inventory	#159 Factory Card Outlet of America 2692 Madison Road, STE A9 Cincinnati, OH, 45208
Store Inventory	#161 Factory Card Outlet of America 15424 Manchester Road Ballwin, MO, 63011
Store Inventory	#162 Factory Card Outlet of America 22 Plaza Drive Fairview Heights, IL, 62208
Store Inventory	#163 Factory Card Outlet of America 2560 Lemay Ferry Road, St. Louis, MO, 63125
Store Inventory	#164 Factory Card Outlet of America 10021 East Washington Street Indianapolis, IN, 46229
Store Inventory	#165 Factory Card Outlet of America 4648 Michaels Drive, Grand Chute (Appleton), WI, 54915
Store Inventory	#166 Factory Card Outlet of America 2033 Humes Janesville, WI 53545
Store Inventory	#167 Factory Card Outlet of America 6418 Tussing Road Columbus, OH, 43068
Store Inventory	#168 Factory Card Outlet of America 10204 Colerain Ave. Cincinnati, OH 45251

Description	Location
Store Inventory	#169 Factory Card Outlet of America 3775 Gateway Drive, #12762 Eau Claire, WI 54701
Store Inventory	#171 Factory Card Outlet of America 7470 Barrington Road, Hanover Park, IL 60103
Store Inventory	#174 Factory Card Outlet of America 6932 Green Bay Road Kenosha, WI 53142
Store Inventory	#175 Factory Card Outlet of America 9597 Mentor Avenue Mentor, OH 44060
Store Inventory	#176 Factory Card Outlet of America 124 Ogden Avenue Downers Grove, IL 60515
Store Inventory	#177 Factory Card Outlet of America 27246 Lorain Road North Olmstead, OH 44070
Store Inventory	#178 Factory Card Outlet of America 706 East S.R. 131 Clarksville, IN 47129
Store Inventory	#179 Factory Card Outlet of America 7673 Mall Drive Florence, KY 41042
Store Inventory	#180 Factory Card Outlet of America 4921-A Dixie Highway Louisville, KY 40216
Store Inventory	#181 Factory Card Outlet of America 134 Town Center Road Matteson, IL 60443
Store Inventory	#182 Factory Card Outlet of America 1941 S. Koeller Street Oshkosh, WI 54904
Store Inventory	#183 Factory Card Outlet of America 9815 Watson Road, Suite 114-124 Crestwood, MO 63126
Store Inventory	#184 Factory Card Outlet of America 2031 Zeier Road Madison, WI 53704
Store Inventory	#185 Factory Card Outlet of America 2817 E. Third Street Bloomington, IN 47408

Description	Location
Store Inventory	#187* (I do not have a lease file C29for 186) Factory Card Outlet of America 2211 North Webb Road Grand Island, NE 68803
Store Inventory	#188 Factory Card Outlet of America 10201 University Avenue Clive, IA 50325
Store Inventory	#189 Factory Card Outlet of America 4720 North 27th Street Lincoln, NE 68521
Store Inventory	#190 Factory Card Outlet of America 2019 N. Prospect Champaign, IL 61822
Store Inventory	#191 Factory Card Outlet of America 1150 Flammang Drive Waterloo, IA 50702
Store Inventory	#192 Factory Card Outlet of America 556 N. Lexington - Springfield Road Mansfield, OH 44906
Store Inventory	#193 Factory Card Outlet of America 2630 Bethel Road Columbus, OH 43220
Store Inventory	#194 Factory Card Outlet of America 713½ South 72nd Drive Omaha, NE 68114
Store Inventory	#195 Factory Card Outlet of America 1839 Independence Street Springfield, MO 65804
Store Inventory	#196 Factory Card Outlet of America 4821 University Drive Evansville, IN 47712
Store Inventory	#197 Factory Card Outlet of America 1595 N. State Route 50 Bradley, IL 60914
Store Inventory	#198 Factory Card Outlet of America 3540 State Road 38E, Suite 301, Lafayette, IN 47905
Store Inventory	#199 Factory Card Outlet of America 10229 Indianapolis Blvd. Highland, IN 46320
Store Inventory	#200 Factory Card Outlet of America 637 E. Dundee Road Palatine, IL 60067

Description	Location
Store Inventory	#201 Factory Card Outlet of America 3712 Rib Mountain Drive Wausau, WI 54401
Store Inventory	#202 Factory Card Outlet of America 263 Mids River Mall Drive St. Louis, MO 63376
Store Inventory	#203 Factory Card Outlet of America 5255 Elmore Avenue Davenport, IA, 52807
Store Inventory	#204 Factory Card Outlet of America 5101 Frederica Street Owensboro, KY 42301
Store Inventory	#205 Factory Card Outlet of America 242 Siemers Drive Cape Girardeau, MO 63703
Store Inventory	#206 Factory Card Outlet of America 2070 Interchange Road, STE 270 Erie, PA 16565
Store Inventory	#207 Factory Card Outlet of America 1222 Winston Plaza Melrose Park, IL 60160
Store Inventory	#208 Factory Card Outlet of America 5450 Hwy. 153, STE. C-6 Chattanooga, TN 37343
Store Inventory	#209 Factory Card Outlet of America 3163 Veterans Parkway Springfield, IL 62104
Store Inventory	#210 Factory Card Outlet of America 700 N. Milwaukee Avenue, Suite 117 Vernon Hills, IL, 60061
Store Inventory	#213 Factory Card Outlet of America 50825 Valley Plaza St. Clairsville, OH 43950
Store Inventory	#214 Factory Card Outlet of America 8200 Transit Road Williamsville, NY 14226
Store Inventory	#216 Factory Card Outlet of America 2020 Sunbarrel Road, D-1 Chattanooga, TN 37421
Store Inventory	#217 Factory Card Outlet of America 6885 Southland Drive Middleburg Heights, OH 44130
Store Inventory	#218 Factory Card Outlet of America 303 Benner Pike State College, PA 16801

Description	Location
Store Inventory	#219 Factory Card Outlet of America 2350 Sycamore Road, STE C DeKalb, IL 60115
Store Inventory	#220 Factory Card Outlet of America 1823 S. Park Blvd. Colonial Heights, VA 23834
Store Inventory	#224 Factory Card Outlet of America 2255 Ridge Road East Irondequoit, NY 14622
Store Inventory	#225 Factory Card Outlet of America 190 John F. Kennedy Road Dubuque, IA 52002
Store Inventory	#226 Factory Card Outlet of America 4615 E. Main Street Richmond, IN, 57374
Store Inventory	#227 Factory Card Outlet of America 5606 Scatterfield Road Anderson, IN 46013
Store Inventory	#228 Factory Card Outlet of America 3793 Burbank Road Wooster, OH 44691
Store Inventory	#229 Factory Card Outlet of America 801 W. Lake, STE 128 Peoria, IL 61614
Store Inventory	#231 Factory Card Outlet of America 21 S. Conley, STE K Columbia, MO, 65201
Store Inventory	#233 Factory Card Outlet of America 8124 Highway 7 St. Louis Park, MN 55416
Store Inventory	#234 Factory Card Outlet of America 599 Mall Drive, Unit A, Benton Harbor, MI 49022
Store Inventory	#235 Factory Card Outlet of America 870 Adams Street Mankato, MN 56001
Store Inventory	#236 Factory Card Outlet of America 8105 Moores Lane, STE 1400 Brentwood, TN 37027
Store Inventory	#237 Factory Card Outlet of America 3830 S. Nova Road, Port Orange, FL 32127
Store Inventory	#238 Factory Card Outlet of America 5900 E Virginia Beach Blvd, STE. 8 Norfolk, VA

Description	Location
Store Inventory	#240 Factory Card Outlet of America 11111 San Jose Blvd., STE 45 Jacksonville, FL 32223
Store Inventory	#241 Factory Card Outlet of America 640 Highway 10 NE Blaine, MN 55434
Store Inventory	#242 Factory Card Outlet of America 579 Troy Schenectady Road Latham, NY 12110
Store Inventory	#243 Factory Card Outlet of America 101 Verdae Blvd., Suite 400 Greenville, SC 29607
Store Inventory	#245 Factory Card Outlet of America Unite 37, 1474 W. Granada Blvd. Suite 455 Ormand Beach, FL 32174
Store Inventory	#246 Factory Card Outlet of America 5819 S. Transit Road Lockport, New York 14094
Store Inventory	#249 Factory Card Outlet of America 15064 N. Dale Marbry Highway Tampa, Florida 33618
Store Inventory	#250 Factory Card Outlet of America 7614 Niagara Falls Blvd. Niagara Falls, New York 14303
Store Inventory	#253 Factory Card Outlet of America 3333 West Henrietta Road Henrietta, New York 14623
Store Inventory	#256 Factory Card Outlet of America 10 Golf Road, Suite 194 Hoffmann Estates, IL 60195
Store Inventory	#258 Factory Card Outlet of America 3179 Erie Plaza Blvd. East Dewitt, New York 13214
Store Inventory	#259 Factory Card Outlet of America 831 S. Military Avenue Green Bay, WI 54304
Store Inventory	#260 Factory Card Outlet of America 430 Rangeline Road Joplin, MO 64801
Store Inventory	#261 Factory Card Outlet of America 1601 Penfield Road, Suite 61 Rochester New York 14625

Description	Location
Store Inventory	#264 Factory Card Outlet of America 2135 Old Hudson Road St. Paul, MN 55119
Store Inventory	#266 Factory Card Outlet of America 9471 N. Milwaukee Avenue Niles, IL 60714
Store Inventory	#268 Factory Card Outlet of America 630 Commerce Blvd. Dickson City, PA 18519
Store Inventory	#270 Factory Card Outlet of America 150 East End Center Wilkes Barre, PA 18702
Store Inventory	#272 Factory Card Outlet of America 2753 Wolfcreek Parkway Memphis, TN 38133
Store Inventory	#273 Factory Card Outlet of America 5557 Dressler Road North Canton, OH 44720
Store Inventory	#274 Factory Card Outlet of America 526 Emily Drive Clarksburg, WV 25301
Store Inventory	#275 Factory Card Outlet of America 2720 Towne Drive, Suite 400 Beavercreek, OH 45431
Store Inventory	#276 Factory Card Outlet of America 1020 E. Princeton Avenue Muncie, IN 47303
Store Inventory	#277 Factory Card Outlet of America 3648 SW Archer Road Gainesville, FL 32608
Store Inventory	#279 Factory Card Outlet of America 3707 Easton Market Columbus, OH 43219
Store Inventory	#280 Factory Card Outlet of America 12134 Jefferson Avenue Newport News, VA 23602
Store Inventory	#281 Factory Card Outlet of America 4631 Outer Loop Louisville, KY 40219
Store Inventory	#283 Factory Card Outlet of America 6675 Grand Avenue, Suite B Gurnee, IL 60031
Store Inventory	#284 Factory Card Outlet of America 3000 White Bear Avenue #29 Maplewood, MN 55109

Description	Location
Store Inventory	#285 Factory Card Outlet of America 845 Cortez Road West Bradenton, FL 34207
Store Inventory	#286 Factory Card Outlet of America 4305 S. Franklin Street Michigan City, IN 46360
Store Inventory	#287 Factory Card Outlet of America 973-945 Hebron Road Heath, OH 43056
Store Inventory	#288 Factory Card Outlet of America 1030 Hanes Mall Blvd. Winston-Salem, NC 27103
Store Inventory	#289 Factory Card Outlet of America 4286 US Hwy 98 North Lakeland, FL 33809
Store Inventory	#290 Factory Card Outlet of America 1420 S. Del Prado Blvd Cape Coral, FL 33990
Store Inventory	#291 Factory Card Outlet of America 377 W. Jackson Street, Suite 3B Cookeville, TN 38501
Store Inventory	#293 Factory Card Outlet of America 5555 Glenway Avenue Cincinnati, OH 45238
Store Inventory	#295 Factory Card Outlet of America 1548 S. Randall Road Geneva, IL 60134
Store Inventory	#297 Factory Card Outlet of America 4349 Merle Hay Road Des Moines, IA 50310
Store Inventory	#298 Factory Card Outlet of America 1320 River Valley Blvd. Lancaster, OH 43130
Store Inventory	#306 Factory Card Outlet of America 405 N. Center Street, STE 30 Westminister, MD 21157
Store Inventory	#317 Factory Card Outlet of America 17160 Mercantile Blvd. Noblesville, IN 46060
Store Inventory	#318 Factory Card Outlet of America 706 S. Randall Road Algonquin, IL 60102
Store Inventory	#319 Factory Card Outlet of America 6501 East Lloyd Expressway, Suite 1 Evansville, IN 47715

Description	Location
Store Inventory	#320 Factory Card Outlet of America 1830 S. Route 59, Suite G Plainfield, IL 60544
Store Inventory	#321 Factory Card Outlet of America 10397 East U.S. Highway 36 Avon, IN 46123
Store Inventory	#322 Factory Card Outlet of America 34 THF Blvd Chesterfield, MO 63005
Store Inventory	#323 Factory Card Outlet of America 3859 E. Main Street St. Charles, IL 60174
Store Inventory	#324 Factory Card Outlet of America 3481 Evergreen Parkway Bowie, MD 20716
Store Inventory	#325 Factory Card Outlet of America 8640 Pulaski Hwy, Suite 105 Rosedale, MD 21237
Store Inventory	#326 Factory Card Outlet of America 2132 E. Boulevard Crossing Kokomo, IN 46902
Store Inventory	#327 Factory Card Outlet of America 3050 West Rt. 60 Mundelein, IL 60060
Store Inventory	#328 Factory Card Outlet of America Lexington, KY
Store Inventory	#329 Factory Card Outlet of America 2010 SE Delaware Ankeny, IA 50021
Store Inventory	#330 Factory Card Outlet of America 2235 Highway K O'Fallon, MO 63366
Store Inventory	#331 Factory Card Outlet of America 5561 Northwest Highway Crystal Lake, IL 60014
Store Inventory	#332 Factory Card Outlet of America 2171 W.P. Ball Boulevard Sanford, FL 32771
Store Inventory	#333 Factory Card Outlet of America 11740 West Broad Street, Ste 102 Richmond, VA 23233
Store Inventory	#334 Factory Card Outlet of America 5001 Sergeant Road Sioux City, IA

Description	Location
Store Inventory	#335 Factory Card Outlet of America 1116 West Boughton Road, Bolingbrook IL 60440
Store Inventory	#336 Factory Card Outlet of America 9705 Skokie Blvd. Skokie, IL 60077
Store Inventory	#337 Factory Card Outlet of America 5058 S. 74th Street Greenfield, WI 53220
Store Inventory	#338 Factory Card Outlet of America 6025 Kruse Drive, Suite 153 Solon, OH 44139
Store Inventory	#339 Factory Card Outlet of America 880 West Main Street West Dundee, IL 60118
Store Inventory	#340 Factory Card Outlet of America 3431 Princeton Road #105 Hamilton, OH 45011
Store Inventory	#341 Factory Card Outlet of America 17810 South Halsted Homewood, IL 60430
Store Inventory	#342 Factory Card Outlet of America 2292 West Indian Trail Aurora, IL 60506
Store Inventory	#343 Factory Card Outlet of America 988 Brookforest Avenue Shorewood, IL 60431
Store Inventory	#344 Factory Card Outlet of America 6404 North 73rd Plaza Omaha, NE 68122
Store Inventory	#345 Factory Card Outlet of America 6133 N. Village Shopping Center Chicago, IL 60659
Store Inventory	#346 Factory Card Outlet of America Westport Rd, Louisville, KY (no address provided)
<i>Store Inventory</i>	<i>#347 Factory Card Outlet of America Collierville, IN</i>
Store Inventory	#348 Factory Card Outlet of America Williamsburg, VA (no address provided)
Store Inventory	#501 Factory Card Outlet of America 12029 Georgia Avenue Wheaton, MD 20902

Description	Location
Store Inventory	#503 Factory Card Outlet of America 9952 York Road Cockeysville, MD 21030
Store Inventory	#504 Factory Card Outlet of America 1581 Merritt Blvd. Dundalk, MD 21222
Store Inventory	#505 Factory Card Outlet of America 6489 Baltimore, National Pike Catonsville, MD 21228
Store Inventory	#507 Factory Card Outlet of America 6714-A Governor Ritchie Hwy Glen Burnie, MD 21061
Store Inventory	#508 Factory Card Outlet of America 13948 Metrotech Drive Chantilly, VA 20157
Store Inventory	#509 Factory Card Outlet of America 5604 Silverhill Road District Heights, MD 20747
Store Inventory	#513 Factory Card Outlet of America 2910 Festival Way Waldorf, MD 20601
Store Inventory	#514 Factory Card Outlet of America 2042 Plank Road Fredericksburg, VA 22401
Store Inventory	#515 Factory Card Outlet of America 475 Eisenhower Drive Hanover, PA 17331
Store Inventory	#516 Factory Card Outlet of America 1716 West Newport Pike Stanton, DE 19804
Store Inventory	#518 Factory Card Outlet of America 615 Bel Air Road, Suite O Bel Air, MD 21014
Store Inventory	#520 Factory Card Outlet of America 2325H Forest Drive Annapolis, MD 21401
Store Inventory	#522 Factory Card Outlet of America 3700 Candler's Mountain Road Lynchburg, VA 24502
Store Inventory	#523 Factory Card Outlet of America 7800 North River Avenue North Charleston, NC 29404
Store Inventory	#524 Factory Card Outlet of America 2722 North Salisbury Blvd., Ste. 2 Salisbury, MD 21801

Description	Location
Store Inventory	#901 Factory Card Outlet of America 2727 Diehl Road Naperville, IL 60563

Schedule II
to Supplement No 1 to the
Pledge and Security Agreement

**LIST OF PLEDGED COLLATERAL, SECURITIES
AND OTHER INVESTMENT PROPERTY**

STOCKS

Holder	Issuer	Certificate Number(s)	Number of Shares	Class of Stock	Percentage of Outstanding Shares
Amscan Holdings, Inc..	Factory Card & Party Outlet Corp.	1	100	Common	100
Factory Card & Party Outlet Corp.	Factory Card Outlet of America LTD.		100,000	Common	100

BONDS

Holder	Issuer	Number	Face Amount	Coupon Rate	Maturity
None					

GOVERNMENT SECURITIES

**OTHER SECURITIES OR OTHER INVESTMENT PROPERTY
(CERTIFICATED AND UNCERTIFICATED)**

Holder	Issuer	Description of Collateral	Percentage Ownership Interest
None			

[Add description of custody accounts or arrangements with securities
intermediary, if applicable]

Schedule III
to Supplement No 1 to the
Pledge and Security Agreement

INTELLECTUAL PROPERTY RIGHTS

PATENT REGISTRATIONS

Patent Description	Patent Number	Issue Date
None		

PATENT APPLICATIONS

Patent Description	Application Filing Date	Application Serial Number
None		

TRADEMARK REGISTRATIONS

Trademark	Registration Date	Registration Number
Party Mania	May 3, 1994	1834213
Factory Card Outlet	September 2, 1997	2093234
Factory Card & Party Outlet	December 31, 2002	2668943
Factory Card & Party Outlet	February 4, 2003	2683184

TRADEMARK APPLICATIONS

Trademark Application	Application Filing Date	Application Serial Number
More Party For Your Dollar	April 26, 2005	78617151

COPYRIGHT REGISTRATIONS

Copyright	Registration Date	Registration Number
None		

COPYRIGHT APPLICATIONS

Copyright Application	Application Filing Date	Application Serial Number
None		