

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Gund, Inc.		07/01/2008	CORPORATION: NEW JERSEY
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Enesco, LLC		
<b>Street Address:</b>	225 Windsor Drive		
<b>City:</b>	Itasca		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60143		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77431624	EVERYWHERE BEAR	
<b>Serial Number:</b>	77459173	GUND BABY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)609-5005		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(312) 609-7838		
<b>Email:</b>	podonoghue@vedderprice.com		
<b>Correspondent Name:</b>	Patricia O'Donoghue, Vedder Price P.C.		
<b>Address Line 1:</b>	222 North LaSalle Street		
<b>Address Line 2:</b>	Suite 2500		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60601		
<b>ATTORNEY DOCKET NUMBER:</b>	39501.02.0002		
<b>NAME OF SUBMITTER:</b>	Patricia O'Donoghue		
<b>Signature:</b>	/Patricia O'Donoghue/		

CH \$65.00 77431624

Date:

07/07/2008

**Total Attachments: 12**

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**ASSIGNMENT OF SERVICEMARKS AND TRADEMARKS**

ASSIGNMENT OF SERVICEMARKS AND TRADEMARKS made as of the 1st day of July, 2008, by GUND, INC., a New Jersey corporation, with its principal place of business at One Runyons Lane, Edison, NJ 08817, U.S.A. ("Assignor"), to ENESCO, LLC, a Delaware limited liability company with its principal place of business at 225 Windsor Drive, Itasca, Illinois 60143, U.S.A. ("Assignee").

**RECITAL**

Assignee and Assignor are parties to that certain Asset Purchase Agreement dated as of July 1, 2008 (the "APA"), pursuant to which Assignor has agreed to sell to Assignee and Assignee has agreed to buy from Assignor the Purchased Assets (as defined in the APA), of Assignor including without limitation the servicemarks, trademarks and trade names of Assignor. Pursuant to the APA, Assignor has agreed to execute such instruments as the Assignee may reasonably request in order to more effectively assign, transfer, grant and convey to Assignee and its successors and assigns, or to aid and assist in the collection of or reducing to possession by the Assignee of, all of such assets.

In accordance therewith, Assignor desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under Assignor's registered and unregistered domestic and foreign servicemarks, trademarks, trademark applications and trade names, including without limitation the servicemarks, trademarks, servicemark and trademark applications and trade names listed on Schedule A annexed hereto and incorporated herein by reference (all of the foregoing being referred to herein as the "Marks").

NOW, THEREFORE, Assignor, for and in exchange for the payment of ten dollars (\$10.00) and the purchase price set forth in the APA, the receipt of which is hereby acknowledged, does hereby transfer and assign to Assignee, and Assignee hereby accepts the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under the Marks, together with the goodwill of the business associated therewith and which is symbolized thereby, all rights to sue for infringement of any Mark, whether arising prior to or subsequent to the date of this Assignment of Servicemarks and Trademarks, and any and all renewals and extensions thereof that may hereafter be secured under the laws now or hereafter in effect in the United States, Canada and in any other jurisdiction, the same to be held and enjoyed by the said Assignee, its successors and assigns from and after the date hereof as fully and entirely as the same would have been held and enjoyed by the said Assignor had this Assignment of Servicemarks and Trademarks not been made.

Except to the extent that federal law preempts state law with respect to the matters covered hereby, this Assignment of Servicemarks and Trademarks shall be governed by and construed in accordance with the laws of the State of New York without giving effect to the principles of conflicts of laws thereof.

*(Signature Page to Assignment of Servicemarks and Trademarks)*

IN WITNESS WHEREOF, Assignor has caused its duly authorized officer to execute this Assignment of Servicemarks and Trademarks as of the date first above written.

**GUND, INC.**

By: \_\_\_\_\_

Bruce S. Raiffe

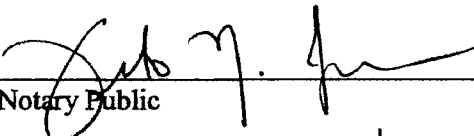
Chairman and Chief Executive Officer

*(Signature Page to Assignment of Servicemarks and Trademarks)*

State of New Jersey    )  
  )ss:  
County of Essex         )

On this \_\_\_\_ day of \_\_\_\_\_, 2008, before me, Vito Ciraco, personally appeared Bruce S. Raiffe the Chairman and Chief Executive Officer of GUND, Inc., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

  
\_\_\_\_\_  
Notary Public  
Attorney at Law  
State of New Jersey

**SCHEDULE A**

**GUND INC. TRADEMARKS**

**Australia**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	861245	861245	28
BABY GUND (Stylized) & Teddy Logo	1098411	1098411	16, 20, 24, 25
BARTON'S CREEK COLLECTION	822852	822852	28
GOTTA GETTA GUND	Not Available	373421	28
GUND	Not Available	373420	28
YULEBEARY	1059305	1059305	28
GUND BABY & Carriage Design  (Application filed on May 27, 2008)	1241857	Not Yet Registered	16, 20, 24, 28

**Brazil**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	829382593	Not Yet Registered	28
GOTTA GETTA GUND	829382585	Not Yet Registered	28
GUND	Not Available	815221606	28
GUND BABY & Carriage Design	829634622	Not Yet Registered	28

**Canada**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	1,139,183	655,438	21, 25, 28
BABY GUND (Stylized) & Teddy Logo	1,173,077	650,534	16, 17, 21, 24, 25, 28
BABY GUND (Stylized) & Teddy Logo	1,207,295	680,532	20, 24, 28
BABY GUND (Stylized) & Teddy Logo	1,236,479	651,670	16
BABY GUND (Stylized) & Teddy Logo	1,252,403	Not Yet Registered	3, 7, 14, 16, 18, 20, 21, 24, 25, 28
BABY GUND (Stylized) & Teddy Logo	1,314,849	Not Yet Registered	25
BABY GUND (Stylized) & Teddy Logo	1,324,183	Not Yet Registered	16
BABYGUND	675,697	418,097	28
GOTTA GETTA GUND	484,532	273,473	28
GUND	484,551	273,476	28
GUNDY	660,516	509,044	28
HEADS N' TALES	701,494	413,504	28
THE WORLD'S MOST HUGGABLE...SINCE 1898	1,157,654	630,981	28
YULEBEARY	1,261,447	689,954	28

**Chile**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
GOTTA GETTA GUND	362,433	536,149	28
GUND	185,979	597,905	28

**China**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	2000081339	1,653,084	28
BARTON'S CREEK	2000017499	1,601,135	28
GOTTA GETTA GUND	2000081338	1,601,130	28
GUND	2000081337	1,601,131	28

**Colombia**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
GOTTA GETTA GUND	96062498	198,047	28
GUND	96062501	198,328	28

**European Union (CTM)**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	2,026,797	2,026,797	25, 28
BARTON'S CREEK COLLECTION	1,456,516	1,456,516	15, 16, 20, 28
GOTTA GETTA GUND	2,026,839	2,026,839	28
GUND	345,835	345,835	16, 25, 28
THE WORLD'S MOST HUGGABLE...SINCE 1898	2,927,796	2,927,796	28
YULEBEARY	4,479,911	4,479,911	28
GUND BABY and Carriage Design	006980131	Not Yet Registered	16, 20, 24, 28



**Hong Kong**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	2000/12025	13107/2001	28
GOTTA GETTA GUND	2000/12026	7648/2001	28
GUND	2000/12027	7649/2001	28
GUND BABY & Carriage Design	301134350	Not Yet Registered	Not Available
GUND BABY & Carriage Design	301142018	Not Yet Registered	16, 20, 24, 28

**Japan**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABYGUND	1996-39139	4,101,826	28
BARTON'S CREEK	2000-22684	4,466,928	28
GOTTA GETTA GUND (Stylized)	1986-35935	2,114,411	National Class 24
GUND	1964-26472	716,799	28

**Malaysia**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	08002079	Not Yet Registered	28
GOTTA GETTA GUND	08002070	Not Yet Registered	28
GUND	97/22085	97022085	28
GUND BABY & Carriage	08006548	Not Yet Registered	28

**Mexico**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	499,099	741,195	28
BABYGUND (Stylized)	130,425	415,197	28
GUND	77,441	378,898	28

**Namibia (S.W. Africa)**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	00/0453	2000/0453	28
GOTTA GETTA GUND	90/0346	90/0346	28
GUND	90/0344	90/0344	28

**New Zealand**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	629,644	629,644	28
BABY GUND (Stylized) & Teddy Logo	742,699	742,699	16, 20, 24, 25
GOTTA GETTA GUND	629,645	629,645	28
GUND	286,366	286,366	28
GUND BABY & Carriage Design  (Filed on or before May 27, 2008)	790,113	Not Yet Registered	16, 20, 24, 28
GUND BABY & Carriage Design  (Filed on June 23, 2008)	791,623	Not Yet Registered	16, 20, 24, 28

**South Africa**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
GOTTA GETTA GUND	90/0486	90/0486	28
GUND	90/0485	90/0485	28

**South Korea**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	2000-0016077	496034	28
GOTTA GETTA GUND	1986-0008036	142806	43
GUND	1986-0005114	141227	43

**Taiwan**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABYGUND	85-5153	758,722	28
GOTTA GETTA GUND	85-5154	758,723	28
GUND	85-5152	758,721	28

**United States**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
GOTTA GETTA GUND	73/678,423	1,483,406	16
BABY GUND (Stylized) & Teddy Logo	76/007,891	2,479,541	10, 12, 25, 28
BABY GUND (Stylized) & Teddy Logo	76/121,828	2,664,098	11, 24, 28
BABY GUND (Stylized) & Teddy Logo	76/397,057	2,931,198	8, 14, 21

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	76/481,116	3,013,578	25
BABY GUND (Stylized) & Teddy Logo	76/499,586	2,784,156	16, 20, 21
BABY GUND (Stylized) & Teddy Logo	76/976,518	2,846,300	18
BABY GUND (Stylized) & Teddy Logo	76/976,558	2,849,084	25
BABY GUND (Stylized) & Teddy Logo	78/506,748	3,099,300	16
BABY GUND (Stylized) & Teddy Logo	78/506,757	3,357,104	3
BABY GUND (Stylized) & Teddy Logo	76/977,303	2,952,825	16, 21, 28
BABY GUND NURSERY	78/450,000	3,437,593	16, 20, 21
BABY GUND NURSERY	78/977,473	3,188,281	10, 18, 24, 28
BABY JUNGLE COLLECTION	76/312,874	2,780,232	16, 20, 28
BABYGUND	74/140,148	1,743,975	28
BARTON'S CREEK COLLECTION	75/716,626	2,592,099	28
BEANSTIX	75/575,320	2,388,522	28
BEAR TALES	73/583,064	1,423,008	28
BUBBLE GUND	73/772,362	1,557,548	3
BUNDLE OF BLESSINGS	76/296,762	2,719,923	20, 21, 28
COLLECTORS CLASSIC and Design	73/219,068	1,151,128	28
COMFY COZY	76/462,114	2,750,085	28
COZIES	76/540,291	2,933,829	28
DOLLIPOP	74/183,081	1,683,082	28
DOTTIE DOTS	76/448,818	2,845,968	28

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
DREYFUS	76/447,589	2,765,920	28
EVERYWHERE BEAR	77/431,624	Not Yet Registered	16, 18, 21, 25, 28
FLOPADOODLES	76/532,054	2,905,326	28
FLUPPETS	76/540,846	2,923,984	28
GARSTANG	78/479,270	3,127,831	28
GOLLY BEAR	73/155,856	1,117,773	28
GOOBER	78/790,609	3,320,963	20, 28
GOTTA GETTA GUND	73/355,469	1,232,054	28
GOTTA GETTA GUND and Design	73/680,829	1,510,266	28
GUND	73/755,198	1,545,472	28
GUND	75/913,064	2,543,939	36
GUND and Design	72/135,726	746,186	28
GUND and Design	73/755,816	1,546,555	28
GUND BABY and Design	77/459,173	Not Yet Registered	10, 16, 18, 20, 21, 24, 25, 28
GUND FUN and Design	78/892,412	3,354,241	28
GUND GIRLS	78/553,965	3,160,510	28
GUND KIDS	78/452,472	3,189,902	16, 18, 20, 28
GUND@HOME	76/253,737	2,640,855	28
GUNDERFUL and Design	72/135,542	759,144	28
GUNDY	73/582,688	1,410,722	28
HEADS N' TALES	74/250,228	1,802,839	28
HUGS & KISSES	75/459,984	2,323,005	28
JIGGLES	75/880,985	2,493,481	28
KINDER GUND	73/661,227	1,486,217	28
KLUMBSY'S	76/340,069	2,765,221	28
KNUFFLES	76/348,575	2,851,381	28
LI'L ALL STAR	76/397,056	2,820,306	28
LITTLE QUACK-UPS	76/397,058	2,798,781	28
LUV ME BEAR	73/156,004	1,145,851	28
M.V.B. (Stylized)	76/526,341	2,977,499	28
MANNI	76/447,590	2,845,962	28
MOST VALUABLE BABY (Stylized)	76/525,746	2,977,493	28
MUTTSY	73/716,596	1,507,360	28

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
SNUFFLES	73/716,598	1,507,361	28
THE SNOWFALLS	76/413,031	2,704,364	15, 20, 21, 28
THE WORLD'S MOST HUGGABLE...SINCE 1898	76/447,588	2,845,961	28
THINKING OF YOU	78/452,477	3,130,812	20, 21, 28
TINKLE, CRINKLE, RATTLE & SQUEAK	74/183,089	1,696,247	28
TUTTI FRUTTI	76/519,204	2,926,720	28
YULEBEARY	78/581,369	3,063,342	28

**Venezuela**

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Classes</b>
BABY GUND (Stylized) & Teddy Logo	2007-018844	Not Yet Registered	28
GOTTA GETTA GUND	1986-97	P203,459	28
GUND	1983-97	P203,458	28
GUND BABY & CARRIAGE	2008-006597	Not Yet Registered	28